UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

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In re : Chapter 9

CITY OF DETROIT, MICHIGAN, : Case No. 13-53846

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Debtor. : Hon. Steven W. Rhodes

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MOTION OF THE CITY OF DETROIT FOR APPROVAL OF AMENDED BALLOTS

On February 28, 2014, the City of Detroit (the "City") filed a motion (Docket No. 2789) (the "Solicitation Procedures Motion") wherein it sought approval of certain procedures for the solicitation and tabulation of votes to accept or reject the City's *Plan for the Adjustment of Debts of the City of Detroit* (February 21, 2014) (Docket No. 2708) (the "Initial Plan"), including approval of the forms of the ballots to be used for voting on the Initial Plan.¹

On March 11, 2014, the Court entered an order (Docket No. 2984)

(the "Solicitation Procedures Order") approving the Solicitation Procedures Motion

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In the Solicitation Procedures Motion, the City did not request approval of the forms of the ballots for Pension Claims and OPEB Claims (as defined in the Initial Plan). The City will seek approval of these ballots in a separate motion (the "Supplemental Procedures Motion").

with certain modifications.² The Court, however, deferred consideration of the City's request for approval of the forms of the ballots until the hearing to consider approval of the City's Disclosure Statement with Respect to Plan for the Adjustment of Debts of the City of Detroit (February 21, 2014) (Docket No. 2709), currently scheduled for April 14, 2014.³ See Solicitation Procedures Order ¶ 7.

On March 31, 2014, the City filed an amended version of the Plan. See Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014) (Docket No. 3380) (as it may be further amended, modified or supplemented, the "Amended Plan").⁴ Among other things, the Amended Plan reclassifies certain claims, creates a new Class for OPEB Claims, modifies the treatment of certain Classes of claims and modifies the elections available to certain Classes of claims. Thus, the City has modified the ballots that were attached to the Solicitation Procedures Motion to reflect the modifications set forth

² For the avoidance of doubt, nothing in this Motion is intended to impact or modify any of the relief that was granted pursuant to the Solicitation Procedures Order, including, but not limited to, paragraphs 7, 8 and 16 of the Solicitation Procedures Order

³ The City has subsequently filed an amended version of the disclosure statement. See Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014) (Docket No. 3382) (as it may be further amended, modified or supplemented, the "Disclosure Statement").

Capitalized terms used but not defined herein have the meaning given to them in the Amended Plan.

in the Amended Plan. The City has also made other changes based on the City's ongoing discussions with creditors and the City's own continued analysis of balloting and solicitation issues. Accordingly, the City requests that the Court approve the amended ballots, substantially in the form attached hereto as Exhibits 6A.1 through 6A.21 (the "Ballots").5

Jurisdiction

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Classification of Claims Under the Amended Plan

2. The Amended Plan provides for the treatment of claims in the following classes (each a "Class") (in addition to certain unclassified claims):

The City has also prepared redlines showing the changes to the Ballots as they were originally filed with the Solicitation Procedures Motion. These redlines are attached hereto collectively as Exhibit 6B.

CLASS	IMPAIRMENT
Classes 1A, 1B, 1C, 1D	
DWSD Class A Water Claims	
DWSD Class B Water Claims	Impaired/Voting
DWSD Class A Sewer Claims	
DWSD Class B Sewer Claims ⁶	
Classes 1E, 1F	
DWSD Revolving Sewer Bond Claims	Impaired/Voting
DWSD Revolving Water Bond Claims ⁷	
Classes 2A, 2B, 2C, 2D, 2E, 2F – Secured GO Claims	Unimpaired/Nonvoting
Class 3 – Other Secured Claims	Unimpaired/Nonvoting
Class 4 – HUD Installment Notes Claims	Unimpaired/Nonvoting
Class 5 – COP Swap Claims	Impaired/Voting
Class 6 – Parking Bond Claims	Unimpaired/Nonvoting
Class 7 – Limited Tax General Obligation Bond Claims	Impaired/Voting
Class 8 – Unlimited Tax General Obligation Bond Claims	Impaired/Voting
Class 9 – COP Claims	Impaired/Voting

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Classes 1A, 1B, 1C and 1D are comprised of discrete Classes of claims that arise in connection with, and correspond to, each CUSIP of DWSD Water and Sewer Bonds.

Classes 1E and 1F are comprised of discrete Classes of claims that arise in connection with, and correspond to, each DWSD Series of DWSD Revolving Bonds.

CLASS	IMPAIRMENT
Class 10 – PFRS Pension Claims	Impaired/Voting
Class 11 – GRS Pension Claims	Impaired/Voting
Class 12 – OPEB Claims	Impaired/Voting
Class 13 – Downtown Development Authority Claims	Impaired/Voting
Class 14 – Other Unsecured Claims	Impaired/Voting
Class 15 – Convenience Claims	Impaired/Voting
Class 16 – Subordinated Claims	Impaired/Nonvoting

Relief Requested

- 3. The City files this Motion pursuant to sections 105(a), 1125(b) and 1126 of title 11 of the United States Code (the "Bankruptcy Code"), as made applicable to this case by sections 103(f) and 901(a) of the Bankruptcy Code; Rules 3017 and 3018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); and Rule 3018-1 of the Local Rules of the Bankruptcy Court for the Eastern District of Michigan (the "Local Rules").
- 4. The City seeks the entry of an order, substantially in the form attached hereto as Exhibit 1, approving the Ballots, substantially in the forms attached hereto as Exhibits 6A.1 through 6A.21.

Ballot Amendments

- 5. The Amended Plan includes modifications to the treatment of claims and the elections that are available to creditors. Accordingly, the amended Ballots reflect those changes. In addition, the Ballots contain other modifications based on the City's discussions with creditors and the City's own review of balloting and solicitation issues.
- 6. Bankruptcy Rule 3017(d) requires the City to mail to creditors entitled to vote on the Amended Plan a ballot that conforms with Official Form 14. The City asserts that the Ballots are materially consistent with Official Form 14 and have been modified solely to meet the specific needs of this case. Each proposed Ballot is tailored to the nature of the claims in each Class and the treatment of those claims under the Plan.

A. DWSD Water & Sewer Claims (Classes 1A, 1B, 1C and 1D)

7. Under the Amended Plan, Classes 1A, 1B, 1C and 1D are comprised of discrete Classes of claims that arise in connection with, and correspond to, each CUSIP of DWSD Bonds. *See generally* Plan § II.B.1; Plan Exhibits I.A.98, I.A.101, I.A.104 and I.A.107. Accordingly, if a creditor holds more than one CUSIP of DWSD Bonds, then the creditor will receive separate Ballots with respect to each of the discrete Classes corresponding to such CUSIPs. The creditor will be permitted to vote each Ballot it receives differently and to

make a different Distribution Election on each such Ballot. A creditor may not split its vote or election within a single CUSIP, however.

8. As described in the Solicitation Procedures Order, insurers of bonds in Classes 1A, 1B, 1C and 1D will receive a Ballot and will be entitled to vote on the Plan, which vote will be counted subject to approved voting dispute resolution procedures. *See* Solicitation Procedures Order ¶¶ 7-9. Accordingly, the City has attached, as Exhibit 6A.4 hereto, a Class 1A-1D Ballot to be used solely by insurers of bonds in these Classes.

B. DWSD Revolving Water & Sewer Claims (Classes 1E and 1F)

- 9. Under the Amended Plan, Classes 1E and 1F are comprised of discrete Classes of DWSD Revolving Bond Claims that arise in connection with, and correspond to, each DWSD Series of DWSD Revolving Bonds. *See generally* Plan § II.B.1; Plan Exhibits I.A.112 and I.A.115. Accordingly, if a creditor holds bonds in more than one DWSD Series of DWSD Revolving Bonds, then the creditor will receive separate Ballots with respect to each of the discrete Classes corresponding to such series. The creditor will be permitted to vote each Ballot it receives differently. A creditor may not split its vote within a single bond series, however.
- 10. The City attached three ballots to the Solicitation Procedures

 Motion for Classes 1E and 1F: (a) a beneficial ballot, to be filled out by the

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beneficial holders of bonds and returned to the beneficial holders' nominees, (b) a master ballot, to be filled out by the nominees based on the beneficial ballots and (c) an individual ballot, to be filled out by beneficial holders of bonds without nominees and returned directly to the Kurtzman Carson Consultants LLC (the "Balloting Agent"). As set forth in the Solicitation Procedures Order, however, all Class 1E and 1F Ballots are to be returned directly to the Balloting Agent. Accordingly, there is no need for a Class 1E-1F master ballot or beneficial ballot, and only the individual ballots will be used. Attached hereto as Exhibit 6A.5 is a modified Class 1E-1F Ballot that reflects the modifications set forth in the Amended Plan.

C. COP Swap Claims (Class 5)

Amended Plan, consistent with the Settlement and Plan Support Agreement between the City, UBS AG and Merrill Lynch Capital Services, Inc.

See Supplement to Motion of Debtor for Entry of an Order, Pursuant to Section

105(a) of the Bankruptcy Code and Bankruptcy Rule 9019, Approving a Settlement and Plan Support Agreement and Granting Related Relief (Docket No. 3234),

Exhibit 6; Amended Plan § II.B.3.o. The modifications in the Amended Plan with respect to Class 5, however, do not require material modifications to the Class 5

Ballot. Thus, the Class 5 Ballot, with non-material modifications, is attached hereto as Exhibit 6A.6.

D. Limited and Unlimited Tax General Obligation Bond Claims (Classes 7 and 8) and COP Claims (Class 9)

- 12. The treatment of claims in Classes 7, 8 and 9 has not been materially modified, and accordingly, the Class 7, 8 and 9 Ballots likewise have not been materially modified. The Class 7, 8 and 9 Ballots, with non-material modifications, are attached hereto as Exhibits 6A.7 through 6A.18.
- 13. In addition, as described in the Solicitation Procedures Order, insurers of bonds and COPs in Classes 7, 8 and 9 will receive a Ballot and will be entitled to vote on the Plan, which vote will be counted subject to approved voting dispute resolution procedures. *See* Solicitation Procedures Order ¶ 7-9. Accordingly, the City has attached, as Exhibits 6A.10, 6A.14 and 6A.18 hereto, Class 7, 8 and 9 Ballots that are to be used solely by insurers of bonds and COPs in these Classes.

E. Downtown Development Authority Claims (Class 13), Other Unsecured Claims (Class 14) and Convenience Claims (Class 15)

14. The treatment of the Claims in Classes 13, 14 and 15 has not been materially modified in the Amended Plan, and accordingly, the Class 13, 14 and 15 Ballots likewise have not been materially modified. The Class 13, 14 and

15 Ballots, with non-material modifications, are attached hereto as Exhibits 6A.19, 6A.20 and 6A.21.

15. In summary, the City proposes to use the following Ballots:

Exhibit	Class	Type of Ballot
Exhibit 6A.1	1A-1D	Master Ballot
Exhibit 6A.2	1A-1D	Beneficial Ballot
Exhibit 6A.3	1A-1D	Individual Ballot
Exhibit 6A.4	1A-1D	Insurer Ballot
Exhibit 6A.5	1E, 1F	Individual Ballot
Exhibit 6A.6	5	Individual Ballot
Exhibit 6A.7	7	Master Ballot
Exhibit 6A.8	7	Beneficial Ballot
Exhibit 6A.9	7	Individual Ballot
Exhibit 6A.10	7	Insurer Ballot
Exhibit 6A.11	8	Master Ballot
Exhibit 6A.12	8	Beneficial Ballot
Exhibit 6A.13	8	Individual Ballot
Exhibit 6A.14	8	Insurer Ballot
Exhibit 6A.15	9	Master Ballot
Exhibit 6A.16	9	Beneficial Ballot
Exhibit 6A.17	9	Individual Ballot
Exhibit 6A.18	9	Insurer Ballot
Exhibit 6A.19	13	Individual Ballot
Exhibit 6A.20	14	Individual Ballot
Exhibit 6A.21	15	Individual Ballot

16. The City submits that the Ballots attached hereto as Exhibits 6A.1 through 6A.21 comply with the requirements of Bankruptcy Rule 3017(d) and conform substantially with Official Form 14. Accordingly, the Court should approve the form of these Ballots for use in this case.

Notice

17. Notice of this Motion has been given to the United States

Trustee for the Eastern District of Michigan, the Retiree Committee appointed in
this case and all parties that have requested notice in this case pursuant to

Bankruptcy Rule 2002. The City submits that no other or further notice need be
provided.

Reservation of Rights

18. The City files this Motion without prejudice to or waiver of its rights pursuant to section 904 of the Bankruptcy Code, and nothing herein is intended to, shall constitute or shall be deemed to constitute the City's consent, pursuant to section 904 of the Bankruptcy Code, to this Court's interference with (a) any of the political or governmental powers of the City, (b) any of the property or revenues of the City or (c) the City's use or enjoyment of any income-producing property.

Statement of Concurrence

19. Local Rule 9014-1(g) provides that "in a bankruptcy case unless it is unduly burdensome, the motion shall affirmatively state that concurrence of opposing counsel in the relief sought has been requested on a specified date and that the concurrence was denied." Given the number of parties and potential parties involved in this case and the lack of known opposing parties who would be

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adversely impacted by the relief requested herein, it would be impracticable (and, with regard to unknown parties, impossible) for the City to affirmatively seek the concurrence of each opposing counsel interested in the relief sought herein.

Accordingly, the City submits that imposing the requirements of Local Rule 9014-1(g) in this matter would be "unduly burdensome" and requests that its requirements be waived.

WHEREFORE, the City respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit 1, approving the form of the Ballots attached hereto as Exhibits 6A.1 through 6A.21.

Dated: April 2, 2014 Respectfully submitted,

/s/ Heather Lennox

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Heather Lennox (OH 0059649)
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laplante@millercanfield.com

ATTORNEYS FOR THE CITY

SUMMARY OF EXHIBITS

The following exhibits are attached to this Motion, labeled in accordance with Local Rule 9014-1(b).

Exhibit 1 Proposed Order

Exhibit 2 Notice

Exhibit 3 None (Brief Not Required)

Exhibit 4 Certificate of Service

Exhibit 5 None (No Affidavits Filed Specific to this Motion)

Exhibits 6A.1 - 6A.21 Ballots

Exhibit 6B Ballot Redlines

EXHIBIT 1

Proposed Order

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	X
In re	: : Chapter 9
CITY OF DETROIT, MICHIGAN,	: Case No. 13-53846
Debtor.	: Hon. Steven W. Rhodes :
	X

ORDER GRANTING MOTION OF THE CITY OF DETROIT FOR APPROVAL OF AMENDED BALLOTS

This matter came before the Court on the *Motion of the City of Detroit for*Approval of Amended Ballots (Docket No. ____) (the "Motion").¹ The Court
reviewed the Motion and heard the statements of counsel regarding the relief
requested in the Motion at a hearing before the Court (the "Hearing"). The Court
has determined, after due deliberation, that (a) it has jurisdiction over this matter,
(b) this is a core proceeding, (c) notice of the Motion and the Hearing was
adequate under the circumstances and (d) the relief requested in the Motion is fair,

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Capitalized terms not otherwise defined herein shall have the meaning given to them in the Motion.

equitable and in the best interests of the City, its creditors and other parties in interest.²

Accordingly, it is hereby ORDERED that:

- 1. All objections to the Motion, if any, are overruled in their entirety, and the Motion is granted as set forth in this Order.
- 2. The forms of the ballots attached to the Motion as Exhibits 6A.1 through 6A.21 (collectively, the "Ballots") are materially the same as Official Form 14 and are hereby approved.
- 3. The Court's *Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* (Docket No. 2789) (the "Solicitation Procedures Order") is incorporated herein by reference, and any mention of "Ballots," "Master Ballots" or "Beneficial Ballots" in the Solicitation Procedures Order shall refer, as appropriate, to the Ballots attached to the Motion and approved by this Order. Nothing in this Order shall be deemed to alter or modify any of the findings of fact made, or relief granted, in the Solicitation Procedures Order.

To the extent any finding of fact in this order constitutes a conclusion of law, it is adopted as such. To the extent any conclusion of law in this order constitutes a finding of fact, it is adopted as such.

- 4. The City is authorized to make non-substantive or immaterial changes to the Ballots, without further order of the Court, including, but not limited to(a) ministerial changes to correct typographical and grammatical errors,
- (b) conforming changes to the Ballots based on subsequent modifications to the Disclosure Statement, the Plan and other related documents and (c) altering the format of the Ballots to facilitate their efficient distribution.
- 5. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order.
- 6. The City and its counsel are authorized, in their discretion, to take or refrain from taking any action necessary or appropriate to implement the terms of and relief granted by this Order in accordance with the Motion and without further order of the Court.
- 7. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and enforcement of this Order.

EXHIBIT 2

Notice

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UNITED STATES BANKRUPTCY COURT Eastern District of Michigan

In re:

Chapter: 9 CITY OF DETROIT, MICHIGAN,

Case No.: 13-53846

Debtor. Judge: Hon. Steven W. Rhodes

Address: 2 Woodward Avenue, Suite 1126

Detroit, Michigan 48226

Last four digits of Social Security or

Employer's Tax Identification (EIN) No(s).(if any): 38-6004606

NOTICE OF MOTION OF THE CITY OF DETROIT FOR APPROVAL OF AMENDED BALLOTS

The City of Detroit, Michigan (the "City") has filed papers with the Court seeking entry of an order, pursuant to sections 105(a), 1125(b) and 1126 of the Bankruptcy Code and Bankruptcy Rules 3017 and 3018, approving the form of ballots with respect to the *Plan for the Adjustment of Debts of the City of Detroit*.

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one.)

If you do not want the court to grant the relief sought in the motion, or if you want the court to consider your views on the motion, you or your attorney must, by a date to be established by the court:

1. File with the court a written response or an answer, explaining your position at:

United States Bankruptcy Court

211 W. Fort Street, Suite 2100 Detroit, Michigan 48226

If you mail your response to the court for filing, you must mail it early enough so the court will <u>receive</u> it on or before the date set by the court. Registered users of the court's case filing system must file pleadings electronically.

Any response or answer must comply with F. R. Civ. P. 8(b), (c) and (e).

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You must also mail a copy to:

David G. Heiman Heather Lennox Thomas A. Wilson JONES DAY North Point 901 Lakeside Avenue Cleveland, Ohio 44114

Bruce Bennett JONES DAY 555 South Flower Street Fiftieth Floor Los Angeles, California 90071

Jonathan S. Green Stephen S. LaPlante MILLER, CANFIELD, PADDOCK AND STONE, P.L.C. 150 West Jefferson Suite 2500 Detroit, Michigan 48226

2. If a response or answer is timely filed and served, the Court will schedule a hearing on the motion and you will be served with a notice of the date, time and location of the hearing.

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the motion or objection and may enter an order granting that relief.

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Dated: April 2, 2014 Respectfully,

/s/ Heather Lennox

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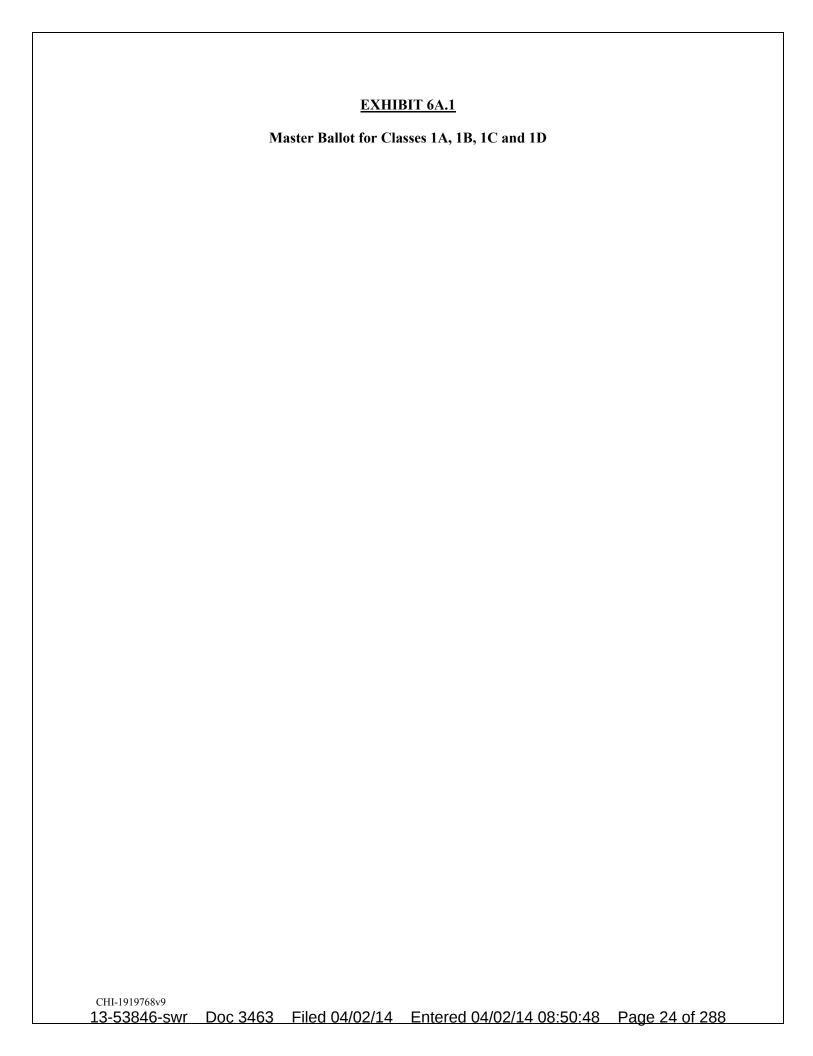
ATTORNEYS FOR THE CITY

EXHIBIT 4

Certificate of Service

I, Heather Lennox, hereby certify that the foregoing *Motion of the City of Detroit* for Approval of Amended Ballots was filed and served via the Court's electronic case filing and noticing system on this 2nd day of April, 2014.

/s/ Heather Lennox



Master Ballot for Class [1A-1D] [Bond Series] [CUSIP] Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	X
In re	: : Chapter 9
CITY OF DETROIT, MICHIGAN,	: Case No. 13-53846
Debtor.	: Hon. Steven W. Rhodes
PLAN FOR THE ADJUSTMENT CLASS Se CUST THE "VOTING DEADLIT PLAN IS 5:00 P.M. EA THIS BALLOT (A "MASTER BALLOT") IS FOR TO TRANSMIT TO KURTZMA AGENT") THE VOTES AND ELECTIONS OF BE CLAIMS IN [CLASS NUMBER] (THE "BENEFIC	ACCEPTING OR REJECTING THE I OF DEBTS OF THE CITY OF DETROIT : [NAME OF CLASS] ries IP: NE" TO ACCEPT OR REJECT THE STERN TIME ON JUNE 30, 2014 YOU, AS A BANK, BROKER OR OTHER AGENT IN CARSON CONSULTANTS LLC (THE "BALLOTING NEFICIAL OWNERS OF [BOND SERIES], [CUSIP] CIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE HE BALLOTING AGENT AT THE ADDRESS PROVIDED
VOTING DEADLINE ABOVE. UNLESS THE TIME VOTING DEADLINE WILL NOT BE COUNTED. RETURN THIS MASTER BALLOT ONLY TO THE MASTER BALLOT TO THE BANKRUPTCY COU	Y BE RECEIVED BY THE BALLOTING AGENT BY THE ME IS EXTENDED, BALLOTS RECEIVED AFTER THE IE BALLOTING AGENT. DO NOT RETURN THIS URT, THE CITY OR ANY ENTITY OTHER THAN THE DISENSEFICIAL BALLOTS MAY NOT BE SUBMITTED BY
FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MAIL OF Debts of the City of Detroit (March 31 "Disclosure Statement"). By order entered on March Order"), the Bankruptcy Court approved procedures By order entered on April [], 2014 (Docket No Statement. Accordingly, the City is authorized to so	ILECTRONIC MEANS. Ing votes and elections with respect to the <i>Amended Plan for the 1, 2014</i>) (as it may be amended, supplemented or modified, and <i>Disclosure Statement with Respect to Amended Plan for the 1, 2014</i>) (as it may be amended, supplemented or modified, the in 11, 2014 (Docket No. 2984) (the "Solicitation Procedures regarding the solicitation and tabulation of votes on the Plan. D. []), the Bankruptcy Court approved the Disclosure elicit votes in accordance with the approved procedures set forth ring this Master Ballot because you are a Nominee of Beneficial
Capitalized terms used in this Ballot and the meanings given to them in the Plan.	e attached instructions that are not otherwise defined have the

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Use this Master Ballot to cast votes to accept or reject the Plan and to make certain treatment elections regarding the Plan, in accordance with the ballots (each, a "Beneficial Ballot") cast by the Beneficial Holders of [Bond Series], [CUSIP] Claims in [Class No.].

As a Nominee, you must deliver the Solicitation Package, including a Beneficial Ballot, to each Beneficial Holder of **[Bond Series]**, **[CUSIP]** Claims in **[Class No.]**. You must also take all actions needed for Beneficial Holders to timely complete and return their respective Beneficial Ballots, such that you can complete and deliver this Master Ballot so it is actually received by the Voting Deadline.

If you were not a Nominee with respect to [Bond Series] securities, [CUSIP], as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (917) 281-4800 or via email at detroitinfo@kccllc.com.

With respect to any complete Beneficial Ballots returned to you, you must:

- i. execute this Master Ballot to reflect the voting and applicable election instructions given to you by the Beneficial Holders in the Beneficial Ballots for [Bond Series], [CUSIP];
- ii. summarize the results of all votes cast and elections made by the Beneficial Holders on the Master Ballot;
- return the completed Master Ballot and copies of all Beneficial Ballots you receive to the Balloting Agent, such that all Master Ballots and Beneficial Ballots are actually received by the Voting Deadline; and
- iv. retain each original Beneficial Ballot you receive in your files for at least one year after the Voting Deadline.

Please return the completed Master Ballot and copies of the Beneficial Ballots to the Balloting Agent at the following address:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

Master Ballots and Beneficial Ballots may not be submitted by facsimile, electronic mail or other electronic means.

The "Solicitation Package" consists of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

- 1. In the boxes provided in Item 1 of the Master Ballot, please certify your authority to vote.
- 2. In the boxes provided in Item 2 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the votes of the Beneficial Holders of the [Bond Series], [CUSIP] Claims in [Class No.]. Record the account number for each Beneficial Holder that returned a Beneficial Ballot and the principal amount of claims voting to accept or reject the Plan. Please note that if a Beneficial Holder holds more than one CUSIP of [Bond Series] securities, it is entitled to vote differently for each CUSIP. All votes cast by a Beneficial Holder with respect to any particular CUSIP, however, must be the same. Any Beneficial Ballot that does not indicate any vote to accept or reject or indicates votes to both accept and reject the Plan shall not be counted as having been cast. Beneficial Holders who vote to reject the Plan are not precluded from making applicable elections on their Beneficial Ballots.
- 3. In the boxes provided in Item 3 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the elections of the Beneficial Holders of [Bond Series], [CUSIP] Claims in [Class No.]. Beneficial Holders may elect whether or not to receive New Existing Rate Water/Sewer Bonds. Record the account number for each Beneficial Holder that returned a Beneficial Ballot, and the principal amount of claims with respect to which a Beneficial Holder has made a valid election to receive or not to receive New Existing Rate Water/Sewer Bonds. If a Beneficial Holder holds more than one CUSIP of [Bond Series] securities in [Class No.], such holder may elect different treatment under this section with respect to each CUSIP. If, with respect to a single CUSIP, a Beneficial Holder (a) checks neither the "Yes" nor the "No" box for the election, (b) checks both the "Yes" and "No" box for the election or (c) attempts to split its election, such Ballot will count as an election not to receive New Existing Rate Water/Sewer Bonds.
- 4. In Item 4, please transcribe the information provided by each Beneficial Holder in Item 3 of the Beneficial Ballot relating to other ballots submitted with respect to [Bond Series], [CUSIP] Claims in [Class No.].
- 5. In Item 5, please complete the certifications for this Master Ballot, including the date and signature.
- 6. Return the complete, signed and dated Master Ballot, and copies of all Beneficial Ballots you receive, to the Balloting Agent so that they are actually received by the Voting Deadline. If a Master Ballot is received after the Voting Deadline, it will not be counted. Master Ballots submitted by email, fax or any other electronic method will not be accepted. Master Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Master Ballots received by the City, the Bankruptcy Court or an entity other than the Balloting Agent will not be valid and will not be counted as having been cast.
- 7. Retain the original Beneficial Ballots you received in your records for at least one year after the Voting Deadline.
- 8. If you are also a Nominee for Claims in other Classes or Claims on account of other CUSIPs in [Class No.], you will receive a separate Master Ballot for such Claims. You must complete and return each Master Ballot you receive to ensure that the votes and elections of the Beneficial Holders will be counted with respect to each Class and Claim for which you are a Nominee.
- 9. The Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 10. If you were not a Nominee with respect to [Bond Series] securities, [CUSIP] as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (917) 281-4800 or via email at detroitinfo@kccllc.com.

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PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, 3, 4 AND 5 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Certification of Authority to Vote. The undersigned certifies that as of April 14, 2014, the undersigned (please check applicable box):

□ is a broker, bank or other agent for the Beneficial Holder of the aggregate principal amount of [Bond Series], [CUSIP] Claims in [Class No.] listed in Item 2 below, and is the Nominee holder of such securities as of the Voting Record Date;
□ is acting under a power of attorney and/or agency (a copy of which is available upon request) granted by a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of [Bond Series], [CUSIP] Claims in [Class No.] listed in Item 2 below; or
has been granted a proxy (an original of which is attached) from a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of [Bond Series], [CUSIP] Claims in [Class No.] listed in Item 2 below, and accordingly has full power and authority to vote to accept or reject the Plan and execute applicable elections on behalf of the Beneficial Holder of the [Bond Series], [CUSIP] Claims in [Class No.] listed in Item 2 below.

Item 2. Transmittal of Votes. The undersigned transmits the following votes of Beneficial Holders of the **[Bond Series]** securities, **[CUSIP]** in **[Class No.]**; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot casting such votes.

Your Account Number for Each Beneficial Holder Voting on the Plan	Principal Amount of Claims Voted to <u>ACCEPT</u> the Plan*	Principal Amount of Claims Voted to <u>REJECT</u> the Plan*
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

^{*} If the space provided is not sufficient, attach additional sheets in the same format

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

Item 3. Bond Elections. The undersigned transmits the following elections of Beneficial Holders of the **[Bond Series]** Claims in **[Class No.]**; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot executing such election.

Your Account Number for Each Beneficial Holder that elects <u>not</u> to receive New Existing Rate Water/Sewer Bonds*	Principal Amount of [Bond Series], [CUSIP]	Your Account Number for Each Beneficial Holder electing to receive New Existing Rate Water/Sewer Bonds*	Principal Amount of [Bond Series], [CUSIP]	VOI Number from the DTC**
1.	\$	1.	\$	
2.	\$	2.	\$	
3.	\$	3.	\$	
4.	\$	4.	\$	
5.	\$	5.	\$	
6.	\$	6.	\$	
7.	\$	7.	\$	
8.	\$	8.	\$	
9.	\$	9.	\$	
10.	\$	10.	\$	
TOTALS		TOTALS		

^{*} If the space provided is not sufficient, attach additional sheets in the same format

PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE

^{**} The underlying [Bond Series] securities, [CUSIP], held by those Beneficial Holders electing to receive New Existing Rate Water/Sewer Bonds are to be tendered into an election account established at the Depository Trust Company (the "DTC") for such purpose. Input the corresponding VOI number received from the DTC in the appropriate column in the table above if the Beneficial Holder elected to receive New Existing Rate Water/Sewer Bonds in Item 2 on its Beneficial Ballot. Securities may not be withdrawn from the DTC election account once tendered. No further trading will be permitted in the securities held in the election account at the DTC. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all securities held in the election account to the applicable Nominee for credit to the account of the applicable Beneficial Holder.

Item 4. Additional Ballots Submitted by Beneficial Holders. The undersigned certifies that the following information is a true and accurate schedule on which the undersigned has transcribed all and any applicable information provided in Item 3 of each Beneficial Ballot received from a Beneficial Holder.

INFORMATION IN THIS SECTION IS TRANSCRIBED FROM ITEM 3 OF THE BENEFICIAL BALLOTS REGARDING OTHER BENEFICIAL BALLOTS CAST BY THE UNDERSIGNED'S BENEFICIAL HOLDERS IN RESPECT OF CLAIMS ON ACCOUNT OF [BOND SERIES], [CUSIP] IN [CLASS NO.]

Your Account		neficial Ballot*	
Number for Each Beneficial Holder Who Completed Item 3 of their Beneficial Ballot	Account Number of Other [Bond Series], [CUSIP] Claims in [Class No.]	Name of Other Nominee or Other Registered Holder	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

^{*}If space provided is insufficient, attach additional sheets in the same format.

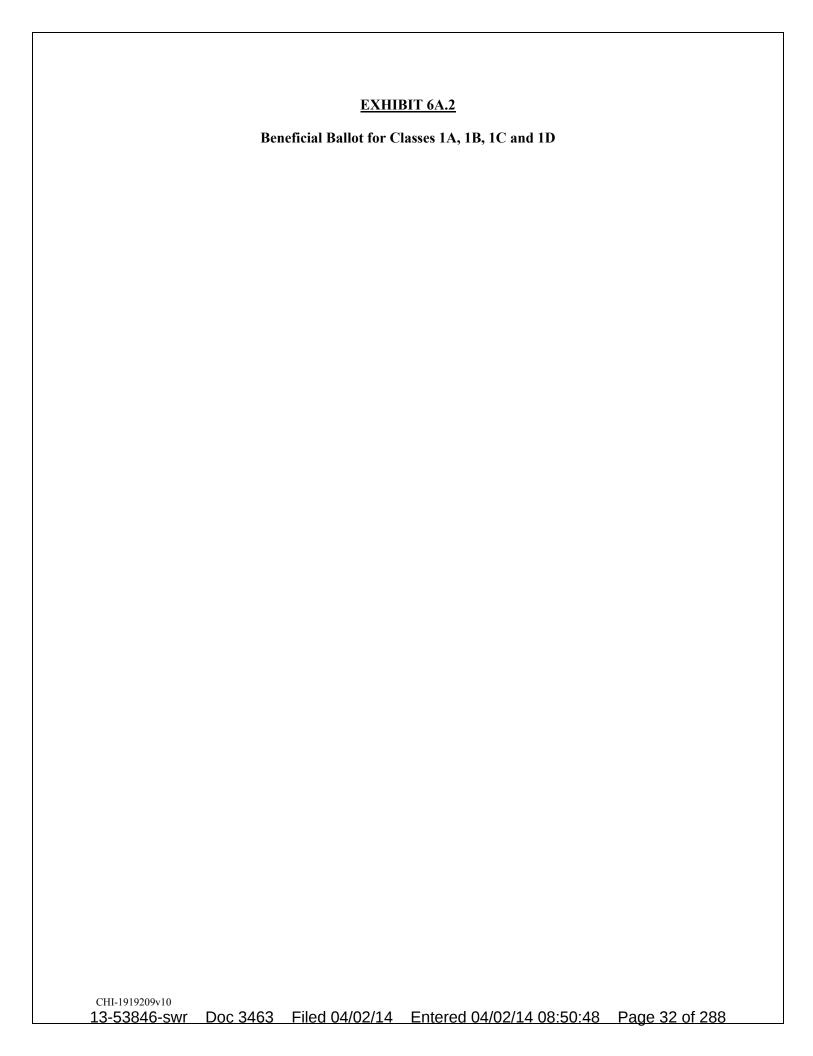
PLEASE CONTINUE TO ITEM 5 ON THE NEXT PAGE

CHI-1919768v9 -6-13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 30 of 288 **Item 5.** Certifications. By signing this Master Ballot, the undersigned certifies that the undersigned:

- 1. provided each Beneficial Holder with all materials in the Solicitation Package and a Beneficial Ballot for voting their [Class No.] [Bond Series], [CUSIP] Claims;
- 2. received a completed and signed Beneficial Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
- 3. has full power and authority to vote to transmit the votes to accept or reject the Plan and the applicable elections of the Beneficial Holders to which the undersigned is a Nominee;
- 4. properly disclosed (a) the number of Beneficial Holders who completed Beneficial Ballots; (b) the respective amounts of the [Class No.] [Bond Series], [CUSIP] Claims held by each Beneficial Holder that completed a Beneficial Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; (d) each such Beneficial Holder's respective elections applicable under the Plan; and (e) the customer account or other identification number for each such Beneficial Holder; and
- 5. received from each such Beneficial Holder, a certification that each such Beneficial Holder is eligible to both vote on the Plan and execute applicable elections under the Plan.

Name of Nominee
Participant Number
Signature
If by Authorized Agent, Name and Title
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Fmail Address

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Beneficial Holder Ballot, Class [1A-1D] [Bond Series] [CUSIP] Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		v
In re		: Chapter 9
CITY OF DETROIT, M	IICHIGAN,	: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
		OT FOR ACCEPTING OR REJECTING OF OF DEBTS OF THE CITY OF DETROIT
	Seri	ies
Т		E" TO ACCEPT OR REJECT THE TERN TIME ON JUNE 30, 2014
SERIES], [CUSIP], CLA SIGN AND DATE THE F AGENT THAT HOLDS Y SET BY YOUR NOMINI	IMS IN [CLASS NO.] (TH BENEFICIAL BALLOT AN YOUR [BOND SERIES] , [EE. A TIMELY RETURN (LETE AND RETURN A MA	D BE USED BY BENEFICIAL OWNERS OF [BOND IE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, ND RETURN IT TO THE BANK, BROKER OR OTHER CUSIP], SECURITIES (THE "NOMINEE") BY THE DATE OF THE BENEFICIAL BALLOT IS NECESSARY SO THE ASTER BALLOT (THE "MASTER BALLOT") BY THE
BALLOT TO THE CITY CONSULTANTS LLC (T PLEASE CONTACT YO BENEFICIAL BALLOT	OF DETROIT, THE BANK THE " <u>BALLOTING AGENT</u> UR NOMINEE IF YOU DI OR IF YOU HAVE QUEST EFICIAL BALLOTS MAY I	YOUR NOMINEE. DO NOT RETURN THE BENEFICIAL KRUPTCY COURT, KURTZMAN CARSON ["") OR ANY ENTITY OTHER THAN YOUR NOMINEE. D NOT RECEIVE RETURN INSTRUCTIONS FOR THIS TIONS ABOUT THE NOMINEE'S RETURN NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC
Adjustment of Debts of the "Plan") ¹ described in the "Plan" described in the "Disclosure Statement"). Order"), the Bankruptcy Company of the By order entered on April	the City of Detroit (March 31, the accompanying Amended to City of Detroit (March 31, By order entered on March Court approved procedures re [], 2014 (Docket No.	g votes and elections with respect to the <i>Amended Plan for the</i> 2014) (as it may be amended, supplemented or modified, <i>Disclosure Statement with Respect to Amended Plan for the</i> 2014) (as it may be amended, supplemented or modified, the 11, 2014 (Docket No. 2984) (the "Solicitation Procedures egarding the solicitation and tabulation of votes on the Plan. []), the Bankruptcy Court approved the Disclosure cit votes in accordance with the approved procedures set forth
1 Capitalized terms	s used in this Ballot and the	attached instructions that are not otherwise defined have the

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meanings given to them in the Plan.

in the Solicitation Procedures Order. You are receiving this Beneficial Ballot because you are a Beneficial Holder of **[Bond Series]** securities, **[CUSIP]**, as of April 14, 2014 (the "<u>Voting Record Date</u>"), and accordingly, you are a Holder of a **[Class No.]** Claim against the City, as defined in the Plan.

If you were not a Beneficial Holder of **[Bond Series]** securities, **[CUSIP]**, as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

Please use this Beneficial Ballot to:

- i. cast your vote to accept or reject the Plan and
- ii. elect whether to receive New Existing Rate Water/Sewer Bonds in lieu of New Water/Sewer Bonds.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to receive New Existing Rate Water/Sewer Bonds. Please note that if you elect to receive New Existing Rate Water/Sewer Bonds, the Nominee holding your [Bond Series] securities, [CUSIP], must "tender" your securities into an election account established at the Depository Trust Company (the "DTC"). Such securities may not be withdrawn from the election account after your Nominee has tendered them to the election account. Once such securities have been tendered, no further trading will be permitted in the securities held in the election account. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all securities held in the election account to the applicable Nominee for credit to your account. If you do not elect to receive New Existing Rate Water/Sewer Bonds, then your securities will not be placed into an election account, and your securities will not be restricted from trading.

Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Beneficial Ballot in accordance with the voting information and instructions provided below. You must complete your ballot and return it to your Nominee, leaving the Nominee sufficient time to prepare a Master Ballot that includes your vote and to deliver that Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent to the City or the Bankruptcy Court.

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VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

 In the boxes provided in Item 1 of the Beneficial Ballot, please indicate your vote to accept or reject the Plan

All of your [Name of Class] Claims against the City have been placed in [Class Number] under the Plan. If you hold multiple Claims within [Class Number] under the Plan, you will receive a separate Beneficial Ballot for each such Claim. Each Beneficial Ballot you receive is for voting only your Claim described on the Beneficial Ballot. Please complete and return each Beneficial Ballot you receive. The attached Beneficial Ballot is designated only for voting the [Bond Series], [CUSIP], Claims in [Class Number] under the Plan.

If you hold more than one CUSIP of **[Bond Series]** securities, you may vote differently for each respective CUSIP. All votes cast by you with respect to any particular CUSIP, however, must be the same.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

2. In the boxes provided in Item 2 of the Beneficial Ballot, please indicate whether you elect to receive New Existing Rate Water/Sewer Bonds. This election applies whether you vote to accept or vote to reject the Plan. If you check both boxes or neither box, this Beneficial Ballot will count as an election not to receive New Existing Rate Water/Sewer Bonds.

If you hold more than one CUSIP of [Bond Series] securities, you are permitted to make a different election for each CUSIP. All elections made by you with respect to a single CUSIP, however, must be the same for such CUSIP. If you attempt to split your election with respect to a single CUSIP, your Ballot will count as an election not to receive New Existing Rate Water/Sewer Bonds with respect to such CUSIP.

If you elect to receive New Existing Rate Water/Sewer Bonds, you are electing to irrevocably waive any and all rights to object to the Plan on any grounds, and any such objection may be disregarded by the Bankruptcy Court solely on the basis of such election.

- 3. In Item 3 of the Beneficial Ballot, please either (a) certify that this Beneficial Ballot is the only Beneficial Ballot you will submit for [Class No.] Claims on account of [CUSIP]; or (b) complete the chart in Item 3 and certify that in such chart you disclosed all applicable account numbers and Nominees for any and all Beneficial Ballots you will submit for [Class No.] Claims on account of [CUSIP].
- 4. Please complete Item 4 of the Beneficial Ballot.
- 5. Sign, date and return the Beneficial Ballot according to the instructions given by your Nominee such that the Nominee has sufficient time to prepare a Master Ballot including your vote. The Nominee must deliver the Master Ballot to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. Beneficial Ballots should not be sent directly to the Balloting Agent, the City, the Bankruptcy Court or any entity other than your Nominee. Any Beneficial Ballots received by the Balloting Agent, the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.
- 6. If you also (a) hold Claims in other Classes or sub-Classes or (b) hold securities with a CUSIP different than the CUSIP identified in this Ballot, you will receive a separate ballot on account of each such Claim or each such security. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each ballot.

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7.	This Beneficial Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.		
8.	If you were not a Beneficial Holder of [Bond Series] securities, [CUSIP] , as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.		

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, 3 AND 4. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF NEITHER BOX IS CHECKED, OR BOTH BOXES ARE CHECKED, IN ITEM 2, THIS BALLOT WILL COUNT AS AN ELECTION NOT TO RECEIVE NEW EXISTING RATE WATER/SEWER BONDS.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE

VALID OR COUNTE	ED AS HAVING BEEN CAST.					
		f April 14, 2014, of the [Bond Series], [CUSIP], gan in the amount set forth below, votes to (check				
	ACCEPT the Plan.	☐ REJECT the Plan.				
expungement, inj not limited to, the	If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.					
Creditor:						
Principal Amount of	[Bond Series] Securities, [CUSIP] Held: \$_					
	on. If the Bankruptcy Court approves the Plands with respect to [Bond Series] securities,	an, the undersigned elects to receive New Existing [CUSIP] (check one box):				
	YES	□ No				
securities, [CUSI Trust Company (Nominee has tend trading will be po DTC will, in acco- election account Existing Rate Wa	P], must "tender" your securities into an of the " <u>DTC</u> "). Such securities may not be wedered them to the election account. Once seemitted in the securities held in the election ordance with its customary practices and poto the applicable Nominee for credit to you	ds, the Nominee holding your [Bond Series] election account established at the Depository withdrawn from the election account after your such securities have been tendered, no further on account. If the Plan is not confirmed, the procedures, return all securities held in the ar account. If you do <u>not</u> elect to receive New I not be placed into an election account, and				

If you elect to receive New Existing Rate Water/Sewer Bonds, you are electing to irrevocably waive any and all rights to object to the Plan on any grounds, and any such objection may be disregarded by the Bankruptcy Court solely on the basis of such election.

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

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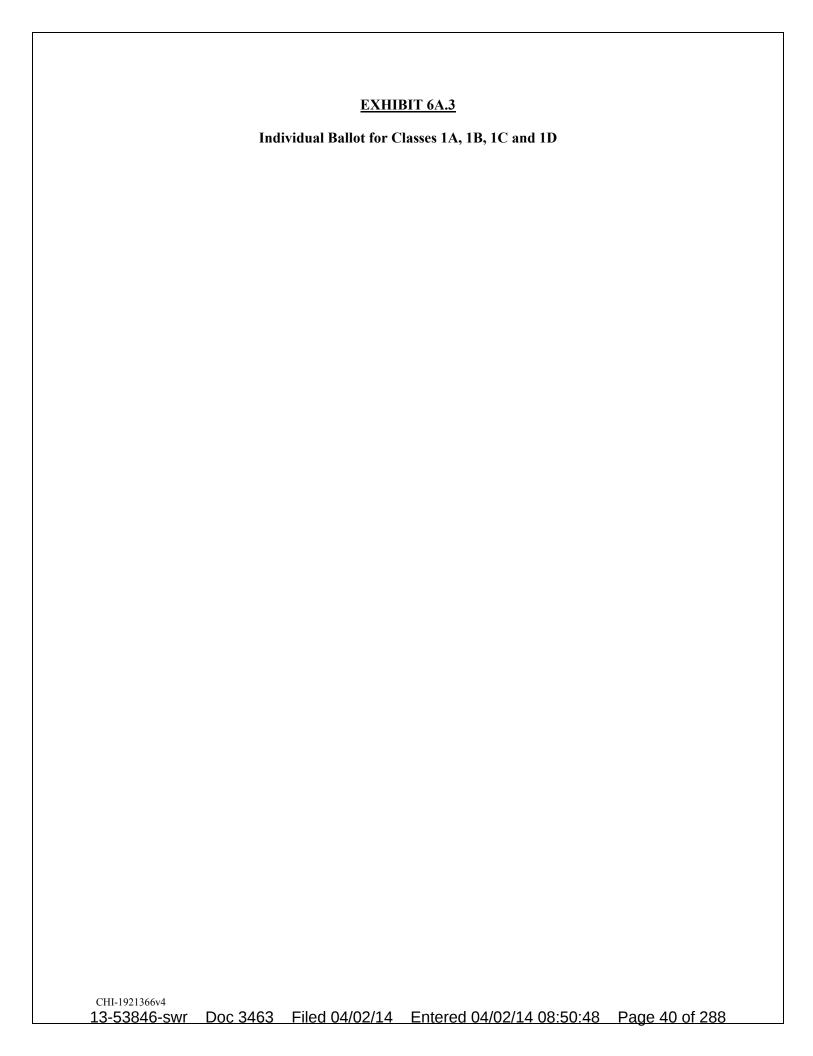
COMPLETE THIS CHART ONLY IF YOU HAVE SUBMITTED OTHER BALLOTS WITH RESPECT TO [BOND SERIES] SECURITIES, [CUSIP].* Account Number of other Bond Claims in [Class No.] Name of Nominee or Other Registered Holder Principal Amount of Other Bond Claims Voted in Additional Ballot(s)	☐ This is the only Beneficial I submitted by the undersign [Class No.] Claims on account [CUSIP].	ed for account of app and und	e completed chart discloses ount numbers, Nominees ar licable bond information fo all Beneficial Ballots the ersigned submitted for [Cla ims on account of [CUSIP]	nd or any ass No.]
Account Number of Other Bond Claims in [Class No.] Nominee or Other Registered Holder Nominee or Other Registered Holder Other Bond Claims Voted in Additional Ballot(s) Other Bond Claims Voted in Additional Ballot(s)				<u>[SIP].</u> *
	other Bond Claims	Nominee or Other	Other Bond Claims Voted in Additional	
PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE	space provided is not sufficient, pleas	se attach additional sheet	s in the same format	
	PLEASE CONT	TINUE TO ITEM 4 ON	THE NEXT PAGE	

CHI-1919209v10 -6-13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 38 of 288 Item 4. Certifications. By signing this Beneficial Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the [Bond Series], [CUSIP], Claims in [Class No.] to which this Beneficial Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- has not submitted any other Beneficial Ballots (including any such ballots listed in Item 3 above) that are inconsistent with the vote to accept or reject the Plan set forth in this Beneficial Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Beneficial Ballot;
- iv. understands that an election to receive New Existing Rate Water/Sewer Bonds constitutes an irrevocable waiver of any and all rights to object to the Plan on any grounds, and that any such objection may be disregarded by the Bankruptcy Court solely on the basis of such election;
- v. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan; and
- vi. gives consent to any applicable Nominee to submit a Master Ballot reflecting the votes and applicable elections executed on this Beneficial Ballot to the Balloting Agent.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Street Address
City, State, Zip Code
Telephone Number
-
Date Completed
•
Email Address

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Individual Ballot, Class [1A-1D] [Bond Series] [CUSIP] Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	x			
In re	: Chapter 9			
CITY OF DETROIT, MICHIGAN,	: Case No. 13-53846			
Debtor.	: Hon. Steven W. Rhodes			
THE PLAN FOR THE ADJUSTMEN CLASS :	EPTING OR REJECTING T OF DEBTS OF THE CITY OF DETROIT [NAME OF CLASS] ES ES			
	NE" TO ACCEPT OR REJECT THE ASTERN TIME ON JUNE 30, 2014			
PLAN IS 5:00 P.M. EASTERN TIME ON JUNE 30, 2014 THIS BALLOT (A "BALLOT") IS TO BE USED BY BENEFICIAL HOLDERS OF [BOND SERIES], [CUSIP] CLAIMS IN [CLASS NUMBER] (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE. DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS. The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Plan") described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order entered on April [], 2014 (Docket No. []), the Bankruptcy Court approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the Solicitation Procedures Order. You are receiving this Ballot because you are Holder of [Bond Series] securities, [CUSIP], as of April 14, 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a [Class No.] Claim against the City, as defined in the Plan.				
Capitalized terms used in this Ballot and the a meanings given to them in the Plan.	ttached instructions that are not otherwise defined have the			

CHI-1921366v4

If you were not a Holder of [Bond Series] securities, [CUSIP], as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

Please use this Ballot to:

- i. cast your vote to accept or reject the Plan and
- ii. elect whether to receive New Existing Rate Water/Sewer Bonds in lieu of New Water/Sewer Bonds.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to receive New Existing Rate Water/Sewer Bonds. Please note that if you elect to receive New Existing Rate Water/Sewer Bonds, your [Bond Series] securities, [CUSIP], must be "tendered" into an election account established at the Depository Trust Company (the "DTC"). Such securities may not be withdrawn from the election account after they have been tendered to the election account. Once such securities have been tendered, no further trading will be permitted in the securities held in the election account. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all securities held in the election account to be credited to your account. If you do not elect to receive New Existing Rate Water/Sewer Bonds, then your securities will not be placed into an election account, and your securities will not be restricted from trading.

Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1921366v4 -2-

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your [Name of Class] Claims against the City have been placed in [Class Number] under the Plan. If you hold multiple Claims within [Class Number] under the Plan, you will receive a separate Ballot for each such Claim. Each Ballot you receive is for voting only your Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting the [Bond Series], [CUSIP], Claims in [Class Number] under the Plan.

If you hold more than one CUSIP of **[Bond Series]** securities, you may vote differently for each respective CUSIP. All votes cast by you with respect to any particular CUSIP, however, must be the same.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

2. In the boxes provided in Item 2 of the Ballot, please indicate whether you elect to receive New Existing Rate Water/Sewer Bonds. This election applies whether you vote to accept or vote to reject the Plan. If you check both boxes or neither box, this Ballot will count as an election not to receive New Existing Rate Water/Sewer Bonds.

If you hold more than one CUSIP of [Bond Series] securities, you are permitted to make a different election for each CUSIP. All elections made by you with respect to a single CUSIP, however, must be the same for such CUSIP. If you attempt to split your election with respect to a single CUSIP, your Ballot will count as an election not to receive New Existing Rate Water/Sewer Bonds with respect to such CUSIP.

If you elect to receive New Existing Rate Water/Sewer Bonds, you are electing to irrevocably waive any and all rights to object to the Plan on any grounds, and any such objection may be disregarded by the Bankruptcy Court solely on the basis of such election.

- 3. Please complete Item 3 of the Ballot.
- 4. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 5. If you also (a) hold Claims in other Classes or sub-Classes or (b) hold securities with a CUSIP different than the CUSIP identified in this Ballot, you will receive a separate ballot on account of each such Claim or each such security. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each ballot.
- 6. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.

7.	believe fo	or any other reaso	of [Bond Series] section that you received 6236 or via email at	the wrong Ballot, ple	of the Voting Record ease contact the Ballo com.	Date, or you oting Agent	
CHI-192				-4-			
13-538	346-swr	Doc 3463	Filed 04/02/14	Entered 04/0	2/14 08:50:48	Page 44 of 288	

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF NEITHER BOX IS CHECKED, OR BOTH BOXES ARE CHECKED, IN ITEM 2, THIS BALLOT WILL COUNT AS AN ELECTION NOT TO RECEIVE NEW EXISTING RATE WATER/SEWER BONDS.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE

VALID OR COUNTED AS HAVING BEEN CAST. Item 1. Class Vote. The undersigned, the Holder as of April 14, 2014, of the [Bond Series], [CUSIP], Claim in [Class Number] of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check one ☐ **ACCEPT** the Plan. □ **REJECT** the Plan. If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties. Creditor: Principal Amount of [Bond Series] Securities, [CUSIP] Held: \$ Item 2. Bond Election. If the Bankruptcy Court approves the Plan, the undersigned elects to receive New Existing Rate Water/Sewer Bonds with respect to [Bond Series] securities, [CUSIP] (check one box):

If you elect to receive New Existing Rate Water/Sewer Bonds, your [Bond Series] securities, [CUSIP], must be "tendered" into an election account established at the Depository Trust Company (the "DTC"). Such securities may not be withdrawn from the election account after they have been tendered to the election account. Once such securities have been tendered, no further trading will be permitted in the securities held in the election account. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all securities held in the election account to be credited to your account. If you do not elect to receive New Existing Rate Water/Sewer Bonds, then your securities will not be placed into an election account, and your securities will not be restricted from trading.

 \square NO

□ YES

If you elect to receive New Existing Rate Water/Sewer Bonds, you are electing to irrevocably waive any and all rights to object to the Plan on any grounds, and any such objection may be disregarded by the Bankruptcy Court solely on the basis of such election.

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

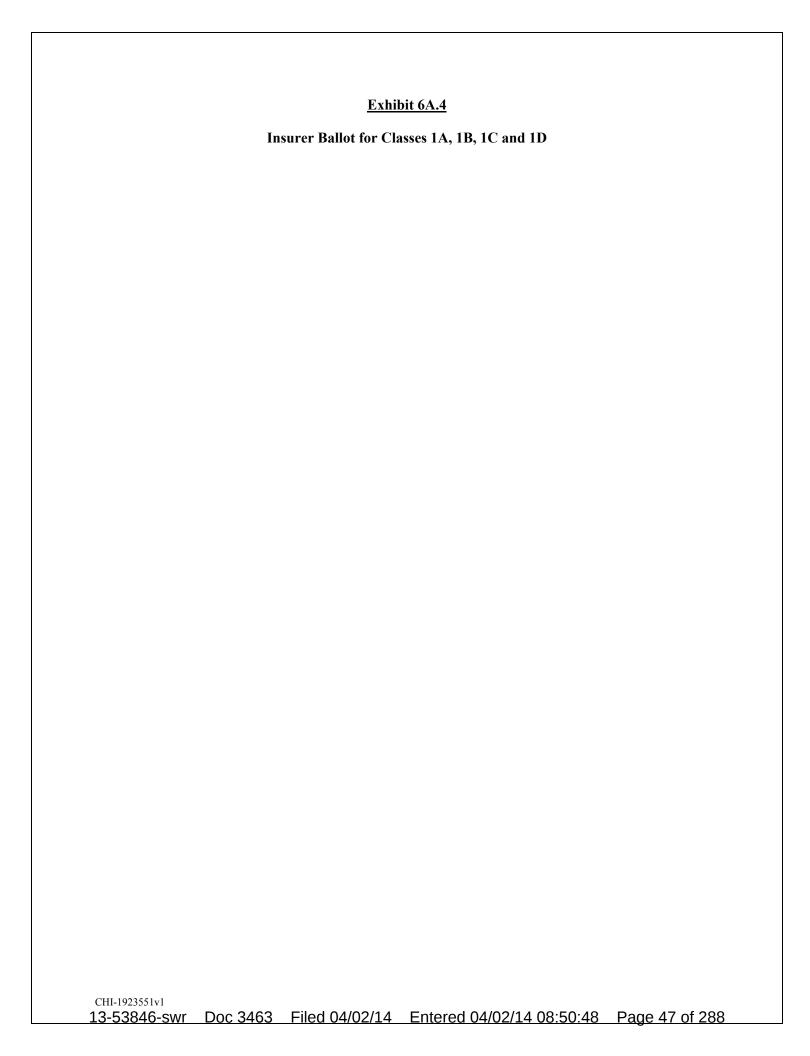
CHI-1921366v4 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 45 of 288

Item 3. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the [Bond Series], [CUSIP], Claims in [Class No.] to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot;
- iv. understands that an election to receive New Existing Rate Water/Sewer Bonds constitutes an irrevocable waiver of any and all rights to object to the Plan on any grounds, and that any such objection may be disregarded by the Bankruptcy Court solely on the basis of such election; and
- v. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Social Security of Federal Tax I.D. No. (optional)
Signature
VOL. A. d
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
, , , , , , , , , , , , , , , , , , ,
Telephone Number
Date Completed
Dute Completed
Email Address

CHI-1921366v4 -6-



Insurer Ballot, Class [1A-1D] [Bond Series] [CUSIP] Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	X
In re	: Chapter 9
CITY OF DETROIT, MICHIGAN,	: Case No. 13-53846
Debtor.	: Hon. Steven W. Rhodes :
	X PTING OR REJECTING OF DEBTS OF THE CITY OF DETROIT
Series	NAME OF CLASS]
	E" TO ACCEPT OR REJECT THE TERN TIME ON JUNE 30, 2014
THIS BALLOT (A " <u>BALLOT</u> ") IS FOR INSURERS OF ON ACCOUNT OF SUCH SECURITIES ARE CLAIMS AND DATE THE BALLOT AND RETURN IT TO KUTOTHE " <u>BALLOTING AGENT</u> ") SO THAT IT IS ACTU ABOVE.	S IN [CLASS NUMBER]. PLEASE COMPLETE, SIGN RTZMAN CARSON CONSULTANTS LLC
DO NOT RETURN THE BALLOT TO THE CITY OF I ENTITY OTHER THAN THE BALLOTING AGENT. HAVE QUESTIONS REGARDING THE BALLOT RE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL	PLEASE CONTACT THE BALLOTING AGENT IF YOU TURN INSTRUCTIONS. BALLOTS MAY NOT BE
Adjustment of Debts of the City of Detroit (March 31, 20 the "Plan") ¹ described in the accompanying Amended Di. Adjustment of Debts of the City of Detroit (March 31, 20 "Disclosure Statement"). By order entered on March 11, Order"), the Bankruptcy Court approved procedures regal By order entered on April [], 2014 (Docket No. [])	sclosure Statement with Respect to Amended Plan for the (14) (as it may be amended, supplemented or modified, the 2014 (Docket No. 2984) (the "Solicitation Procedures arding the solicitation and tabulation of votes on the Plan.
(the "Voting Record Date"). Accordingly, you are entitle	of [Bond Series] securities, [CUSIP], as of April 14, 2014 ed to submit a Ballot pursuant to the Solicitation Procedures ever, that if there is a dispute regarding your right to vote
Capitalized terms used in this Ballot and the atta meanings given to them in the Plan.	ached instructions that are not otherwise defined have the

CHI-1923551v1

on the Plan with respect to **[Bond Series]** securities, **[CUSIP]**, your vote will not be counted unless the Bankruptcy Court determines, at a hearing currently scheduled for June 26, 2014, that you are entitled to vote. You should review the Solicitation Procedures Order and consult counsel to determine whether you need to take action for your vote on this Ballot to be counted.

If you did not insure **[Bond Series]** securities, **[CUSIP]**, as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

Please use this Ballot to:

- i. cast your vote to accept or reject the Plan and
- ii. elect whether to receive New Existing Rate Water/Sewer Bonds in lieu of New Water/Sewer Bonds.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to receive New Existing Rate Water/Sewer Bonds. Please note that if you elect to receive New Existing Rate Water/Sewer Bonds, the Nominee holding the [Bond Series] securities, [CUSIP] that you insure must "tender" those securities into an election account established at the Depository Trust Company (the "DTC"). Such securities may not be withdrawn from the election account after the Nominee has tendered them to the election account. Once such securities have been tendered, no further trading will be permitted in the securities held in the election account. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all securities held in the election account to the applicable Nominee for credit to the beneficial holder's account. If you do not elect to receive New Existing Rate Water/Sewer Bonds, then the securities you insure will not be placed into an election account, and the securities will not be restricted from trading.

Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

You must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

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VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All Claims against the City with respect to [Bond Series] securities, [CUSIP], have been placed in [Class Number] under the Plan. If you insure multiple bonds with different CUSIPs within [Bond Series], you will receive a separate Ballot on account of each such CUSIP. Each Ballot you receive is for voting only on account of the specific CUSIP identified on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting by insurers of [Bond Series] securities, [CUSIP].

If you insure more than one CUSIP of securities in [Bond Series], you may vote differently for each respective CUSIP. All votes cast by you with respect to any particular CUSIP, however, must be the same.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

2. In the boxes provided in Item 2 of the Ballot, please indicate whether you elect to receive New Existing Rate Water/Sewer Bonds. This election applies whether you vote to accept or vote to reject the Plan. If you check both boxes or neither box, this Ballot will count as an election not to receive New Existing Rate Water/Sewer Bonds.

If you insure more than one CUSIP of securities in [Bond Series], you are permitted to make a different election for each respective CUSIP of securities in [Bond Series]. All elections made by you with respect to any particular CUSIP, however, must be the same for such CUSIP. If you attempt to split your election with respect to a single CUSIP, your Ballot will count as an election not to receive New Existing Rate Water/Sewer Bonds with respect to such CUSIP.

If you elect to receive New Existing Rate Water/Sewer Bonds, you are electing to irrevocably waive any and all rights to object to the Plan on any grounds, and any such objection may be disregarded by the Bankruptcy Court solely on the basis of such election.

- 3. Please complete Item 3 of the Ballot.
- 4. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

5. If you also (a) hold Claims in other Classes or sub-Classes, (b) insure securities giving rise to Claims in other Classes or sub-Classes or (c) insure securities with a CUSIP different than the CUSIP identified in this Ballot, you will receive a separate ballot on account of each such Claim or each such security. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each ballot.

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6.	This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
7.	If you were not an insurer of [Bond Series] securities, [CUSIP] , as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF NEITHER BOX IS CHECKED, OR BOTH BOXES ARE CHECKED, IN ITEM 2, THIS BALLOT WILL COUNT AS AN ELECTION NOT TO RECEIVE NEW EXISTING RATE WATER/SEWER BONDS.

THE THIS DALLOT IS NOT SIGNED ON THE APPROPRIATE LINES RELOW THIS BALLOT WILL NOT BE

OFRIATE LINES BELOW, THIS BALLOT WILL NOT
and Series] securities, [CUSIP], as of April 14, 2014 in the
☐ REJECT the Plan.
prove certain cancellation, discharge, exculpation, ntained in the Plan. Such provisions include, but are II.D, Article IV.G, Article IV.H and Article V.C of the interests regarding certain nondebtor parties.
ves the Plan, the undersigned elects to receive New Existing securities, [CUSIP]:
□ NO
r Bonds, the Nominee holding the [Bond Series] ose securities into an election account established at the rities may not be withdrawn from the election account ecount. Once such securities have been tendered, no d in the election account. If the Plan is not confirmed, ices and procedures, return all securities held in the to the beneficial holder's account. If you do not elect to the securities will not be placed into an election account, ar Bonds, you are electing to irrevocably waive any and my such objection may be disregarded by the Bankruptcy

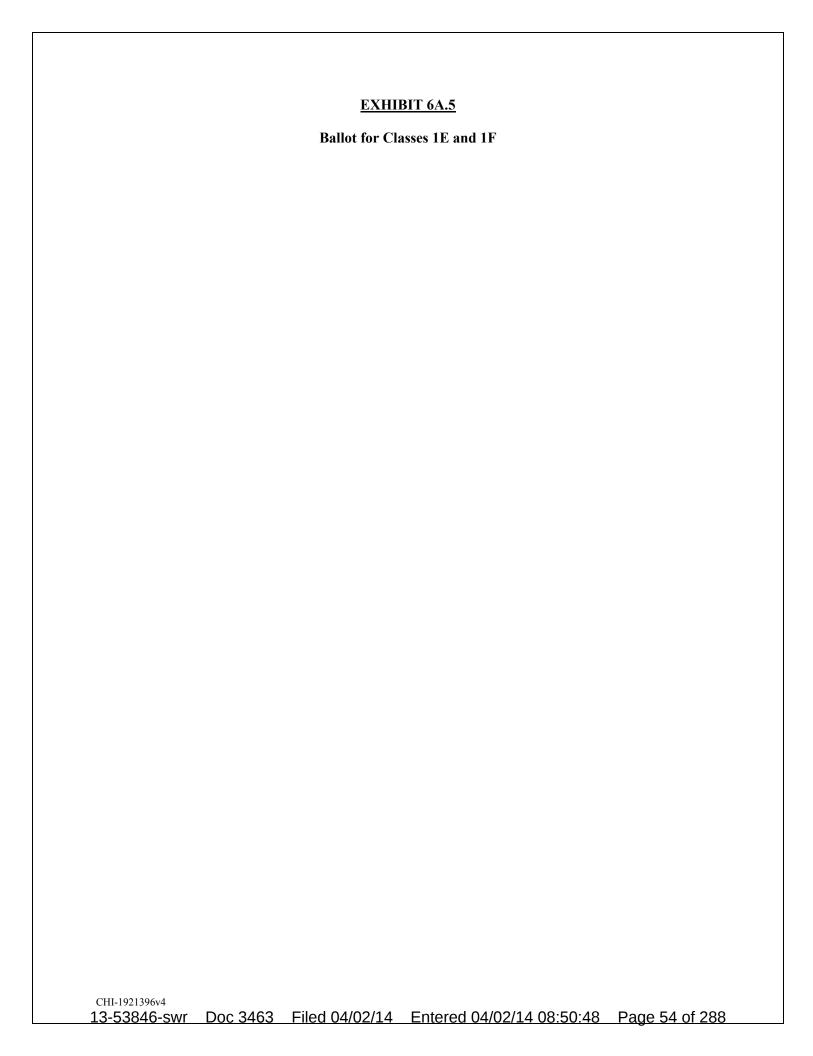
PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

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Item 3. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is an insurer of [Bond Series] securities, [CUSIP], to which this Ballot pertains and has full power and authority to vote to accept or reject the Plan and make the elections applicable to Claims on account of such securities;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot;
- iv. understands that an election to receive New Existing Rate Water/Sewer Bonds constitutes an irrevocable waiver of any and all rights to object to the Plan on any grounds, and that any such objection may be disregarded by the Bankruptcy Court solely on the basis of such election; and
- v. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

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Ballot, Class [1E-1F] [Bond Series] Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	x
In re	: Chapter 9
CITY OF DETROIT, MICHIGAN,	: Case No. 13-53846
Debtor.	: Hon. Steven W. Rhodes
	X
	R ACCEPTING OR REJECTING TIMENT OF DEBTS OF THE CITY OF DETROIT
	S: [NAME OF CLASS] Series
	DLINE" TO ACCEPT OR REJECT THE
PLAN IS 5:00 P.M	I. EASTERN TIME ON JUNE 30, 2014
[CLASS NUMBER]. PLEASE COMPLETE,	DERS OF [BOND SERIES] CLAIMS, WHICH ARE CLAIMS IN SIGN AND DATE THE BALLOT AND RETURN IT TO C (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY ABOVE.
ENTITY OTHER THAN THE BALLOTING A HAVE QUESTIONS REGARDING THE BAI	CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU LLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE C MAIL OR OTHER ELECTRONIC MEANS.
	oliciting votes with respect to the Amended Plan for the Adjustment of
described in the accompanying Amended Disclet Debts of the City of Detroit (March 31, 2014) (Statement"). By order entered on March 11, 20 Bankruptcy Court approved procedures regardientered on April [], 2014 (Docket No. [_Accordingly, the City is authorized to solicit vo Solicitation Procedures Order. You are receiving	as it may be amended, supplemented or modified, the "Plan") osure Statement with Respect to Amended Plan for the Adjustment of as it may be amended, supplemented or modified, the "Disclosure 114 (Docket No. 2984) (the "Solicitation Procedures Order"), the ng the solicitation and tabulation of votes on the Plan. By order]), the Bankruptcy Court approved the Disclosure Statement. It is in accordance with the approved procedures set forth in the ng this Ballot because you are Holder of [Bond Series] securities as and accordingly, you are a Holder of a [Class No.] Claim against the
	is of the Voting Record Date, or you believe for any other reason that ne Balloting Agent immediately at (877) 298-6236 or via email at
Capitalized terms used in this Ballot a meanings given to them in the Plan.	nd the attached instructions that are not otherwise defined have the

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1921396v4 -2-

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your [Name of Class], [Bond Series] Claims against the City have been placed in [Class Number] under the Plan. If you hold multiple Claims within [Class Number] under the Plan, you will receive a separate Ballot for each such Claim. Each Ballot you receive is for voting only your Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting the [Bond Series] Claims in [Class Number] under the Plan.

If you hold securities in more than one bond series in **[Class Number]**, you may vote differently for each respective bond series. All votes cast by you with respect to any particular bond series, however, must be the same.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. Please complete Item 2 of the Ballot.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 5. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 6. If you were not a Holder of one or more [Bond Series] Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

CHI-1921396v4 -3-

<u>PLEASE READ THE VOTING INFORMATION AND</u> INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. The undersigned, the Holder as of April 14, 2014, of the [Bond Series] Claim in [Class

umber] of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check <u>one</u> box):					
	ACCEPT the Plan.		REJECT the Plan.		
If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.					
Creditor:					
Principal Amoun	t of [Bond Series] Claims Held: \$				

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

Item 2. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the [Bond Series] Claim in [Class No.] to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
C C C C C C C C C C C C C C C C C C C
If by Authorized Agent, Name and Title
Name of Institution
Addition institution
Street Address
City, State, Zip Code
City, State, Zip Code
Telephone Number
Date Completed
Email Address
Liliali / taaless

CHI-1921396v4 -5-



Ballot, Class 5 COP Swap Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X	
In re		: Chapter 9	
CITY OF DETROIT, MICHIGAN,		: Case No. 13-53846	
	Debtor.	: Hon. Steven W. Rhodes	
		X	

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 5: COP Swap Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF COP SWAP CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)), WHICH ARE CLAIMS IN CLASS 5. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes with respect to the Amended Plan for the Adjustment of
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Plan")
described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure
Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the
Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order
entered on April [], 2014 (Docket No. []), the Bankruptcy Court approved the Disclosure Statement.
Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the
Solicitation Procedures Order. You are receiving this Ballot because you are a Holder of one or more COP Swap
Claims as of April 14, 2014 (the "Voting Record Date"), and accordingly, you are a Holder of one or more Class 5
Claims against the City, as defined in the Plan.

If you did not hold any COP Swap Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1921114v5 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 62 of 288

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

Any and all of your COP Swap Claims against the City have been placed in Class 5 under the Plan. If you hold multiple Claims within Class 5 under the Plan, you will receive a separate Ballot for each such Claim. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting COP Swap Claims in Class 5 under the Plan.

If you hold more than one COP Swap Claim in Class 5, you must vote each Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in Class 5 and the votes are not the same for each Claim in Class 5, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. Please complete Item 2 of the Ballot.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax, or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 5. The Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 6. If you were not a Holder of one or more COP Swap Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

CHI-1921114v5 -3-

<u>PLEASE READ THE VOTING INFORMATION AND</u> INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. The undersigned, the Holder as of April 14, 2014 of a COP Swap Claim against the City of

Detroit, Michigan in	Class 5 under the Plan, votes to (ch	ieck one box):	
	ACCEPT the Plan.		REJECT the Plan.
expungement, in not limited to, th	junction and release provisions co	ontained in the Pl III.D, Article IV.	ncellation, discharge, exculpation, an. Such provisions include, but are G, Article IV.H and Article V.C of the ng certain nondebtor parties.
Creditor Name:		Claim Amount: _	

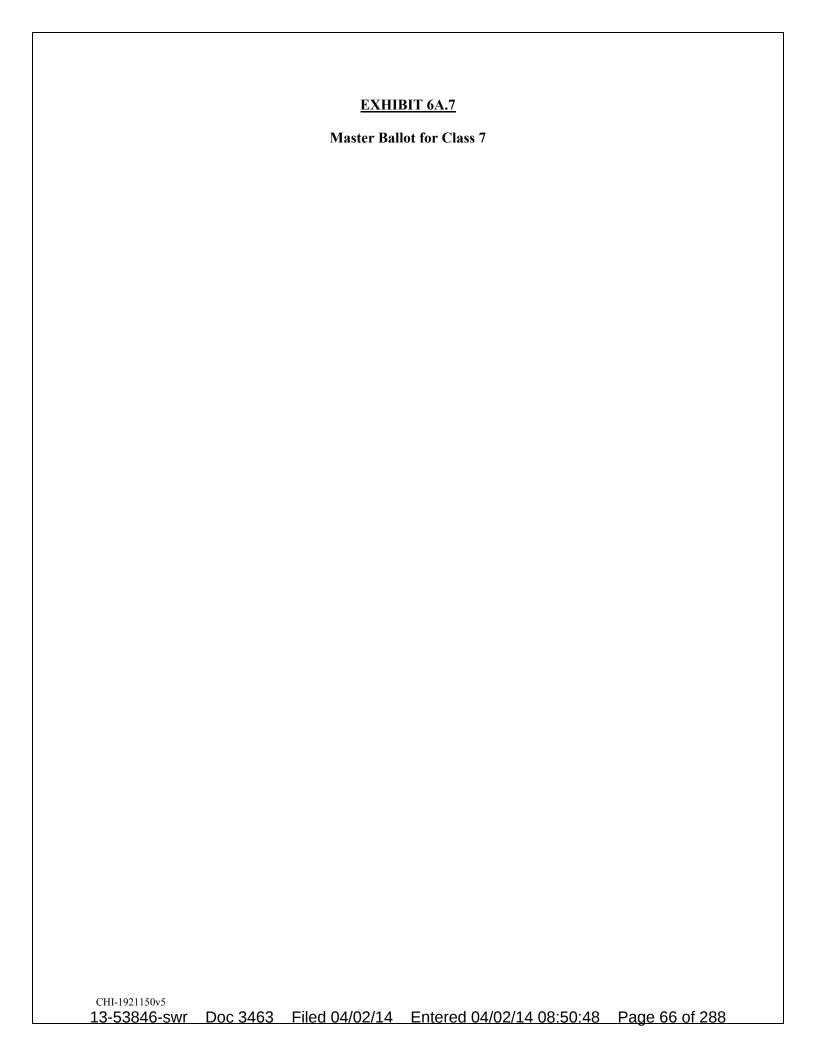
PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

Item 2. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the COP Swap Claim in Class 5 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- has not submitted any other Ballots for Class 5 that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
(- f)
Signature
<i></i>
If by Authorized Agent, Name and Title
ii o j i i unio i i i goni, i i unio unu i i i i
Name of Institution
Street Address
Succession
City, State, Zip Code
City, State, 21p Code
Telephone Number
refeptione realiser
Date Completed
Date Completed
F 1 A 11
Email Address

CHI-1921114v5 -5-



Master Ballot for Class 7 LTGO Bond Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X	
In re		: Chapter 9	
CITY OF DETROIT, MICHIGAN,		: Case No. 13-53846	
	Debtor.	: Hon. Steven W. Rhodes	
		X	

MASTER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 7: Limited Tax General Obligation Bond Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON JUNE 30, 2014

THIS BALLOT (A "MASTER BALLOT") IS FOR YOU, AS A BANK, BROKER OR OTHER AGENT (A "NOMINEE"), TO TRANSMIT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") THE VOTES OF BENEFICIAL OWNERS OF LIMITED TAX GENERAL OBLIGATION ("LTGO") CLAIMS (THE "BENEFICIAL HOLDERS"), WHICH ARE CLAIMS IN CLASS 7. PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT TO THE BALLOTING AGENT AT THE ADDRESS PROVIDED BELOW. MASTER BALLOTS MUST ACTUALLY BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE ABOVE. UNLESS THE TIME IS EXTENDED, MASTER BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

RETURN THIS MASTER BALLOT ONLY TO THE BALLOTING AGENT. DO NOT RETURN THIS MASTER BALLOT TO THE BANKRUPTCY COURT, THE CITY OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. MASTER BALLOTS AND BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes with respect to the Amended Plan for the Adjustment of
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Plan")
described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure
Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the
Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order
entered on April [], 2014 (Docket No. []), the Bankruptcy Court approved the Disclosure Statement.
Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the
Solicitation Procedures Order. You are receiving this Master Ballot because you are a Nominee of Beneficial
Holders of LTGO Bond Claims as of April 14, 2014 (the "Voting Record Date").

CHI-1921150v5

Capitalized terms used in this Master Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Use this Master Ballot to cast votes to accept or reject the Plan in accordance with the beneficial ballots (each, a "Beneficial Ballot") cast by the Beneficial Holders of LTGO Bond Claims.

As a Nominee, you must deliver the Solicitation Package, ² including a Beneficial Ballot, to each Beneficial Holder of LTGO Bond Claims. You must also take all actions needed for Beneficial Holders to timely complete and return their respective Beneficial Ballots, such that you can complete and deliver this Master Ballot so it is actually received by the Voting Deadline.

If you were not a Nominee with respect to LTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (917) 281-4800 or via email at detroitinfo@kccllc.com.

With respect to any complete Beneficial Ballots returned to you, you must:

- i. execute this Master Ballot to reflect the voting instructions given to you by the Beneficial Holders in the Beneficial Ballots;
- ii. summarize the results of all votes cast by the Beneficial Holders on the Master Ballot;
- return the completed Master Ballot and copies of all Beneficial Ballots you receive to the Balloting Agent, such that all Master Ballots and Beneficial Ballots are actually received by the Voting Deadline; and
- iv. retain each original Beneficial Ballot you receive in your files for at least one year after the Voting Deadline.

Please return the completed Master Ballot and copies of the Beneficial Ballots to the Balloting Agent at the following address:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

Master Ballots and Beneficial Ballots may not be submitted by facsimile, electronic mail or other electronic means.

The "Solicitation Package" consists of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and all exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

- 1. In the boxes provided in Item 1 of the Master Ballot, please certify your authority to vote.
- 2. In the boxes provided in Item 2 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the votes of the Beneficial Holders of the LTGO Bond Claims in Class 7. Record the account number for each Beneficial Holder that returned a Beneficial Ballot, and the principal amount of claims voting to accept or reject the Plan. Please note that each Beneficial Holder must vote all claims held by such Beneficial Holder in Class 7 in the same manner; claims may not be split. Any Beneficial Ballot that does not indicate any vote to accept or reject the Plan, or indicates votes to both accept and reject the Plan, shall not be counted as having been cast.
- 3. In Item 3, please transcribe the information provided by each Beneficial Holder in Item 2 of the Beneficial Ballot relating to other Claims in Class 7 voted.
- 4. In Item 4, please complete the certifications for this Master Ballot, including the date and signature.
- 5. Return the complete, signed and dated Master Ballot, and copies of all Beneficial Ballots you receive, to the Balloting Agent so that they are <u>actually received</u> by the Voting Deadline. If a Master Ballot is received after the Voting Deadline, it will not be counted. Master Ballots submitted by email, fax or any other electronic method will not be accepted. Master Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Master Ballots received by the City, the Bankruptcy Court or an entity other than the Balloting Agent will not be valid and will not be counted as having been cast.
- 6. Retain the original Beneficial Ballots you received in your records for at least one year after the Voting Deadline.
- 7. If you are also a Nominee for Claims in other Classes, you will receive a separate Master Ballot for such Claims. You must complete and return each Master Ballot you receive to ensure that the votes of the Beneficial Holders will be counted with respect to each Class and Claim for which you are a Nominee.
- 8. The Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 9. If you were not a Nominee with respect to LTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (917) 281-4800 or via email at detroitinfo@kccllc.com.

CHI-1921150v5 -3-

<u>PLEASE READ THE VOTING INFORMATION AND</u> INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, 3 AND 4 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Certification of Authority to Vote. The undersigned certifies that as of April 14, 2014, the undersigned (please check applicable box):
 □ is a broker, bank or other agent for the Beneficial Holder of the aggregate principal amount of LTGO Bond Claims in Class 7 listed in Item 2 below, and is the Nominee holder of such bonds as of the Voting Record Date;
 □ is acting under a power of attorney and/or agency (a copy of which is available upon request) granted by a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of LTGO Bond Claims in Class 7 listed in Item 2 below; or
 □ has been granted a proxy (an original of which is attached) from a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of LTGO Bond Claims in Class 7 listed in Item 2 below, and accordingly has full power and authority to vote to accept or reject the Plan on

Item 2. Transmittal of Votes. The undersigned transmits the following votes of Beneficial Holders of the LTGO Bond Claims in Class 7; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot casting such votes.

behalf of the Beneficial Holder of the LTGO Bond Claims in Class 7 listed in Item 2 below.

Your Account Number for Each Beneficial Holder Voting on the Plan	Principal Amount of Claims Voted to <u>ACCEPT</u> the Plan*	Principal Amount of Claims Voted to REJECT the Plan*
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

^{*} If the space provided is not sufficient, attach additional sheets in the same format

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

Item 3. Additional Ballots Submitted by Beneficial Holders. The undersigned certifies that the following information is a true and accurate schedule, on which the undersigned has transcribed all and any applicable information provided in Item 2 of each Beneficial Ballot received from a Beneficial Holder.

INFORMATION IN THIS SECTION IS TRANSCRIBED FROM ITEM 2 OF THE BENEFICIAL BALLOTS REGARDING OTHER BENEFICIAL BALLOTS CAST BY THE UNDERSIGNED'S BENEFICIAL HOLDERS IN RESPECT OF CLAIMS IN CLASS 7

Your Account	Transcribe from Item 2 of the Beneficial Ballot*				
Number for Each Beneficial	Account	Name of Other			Principal Amount of Other
Holder Who	Number of Other	Nominee or	CUSIP Number	Series Number	Bond Claims
Completed	Bond Claims in	Other Registered	of Other Bonds	of Other Bonds	Voted in
Item 2 of their	Class 7	Holder	or other bonds	or other bonds	Additional
Beneficial Ballot	Class /	1101401			Ballot(s)
_					· /

^{*}If space provided is insufficient, attach additional sheets in the same format.

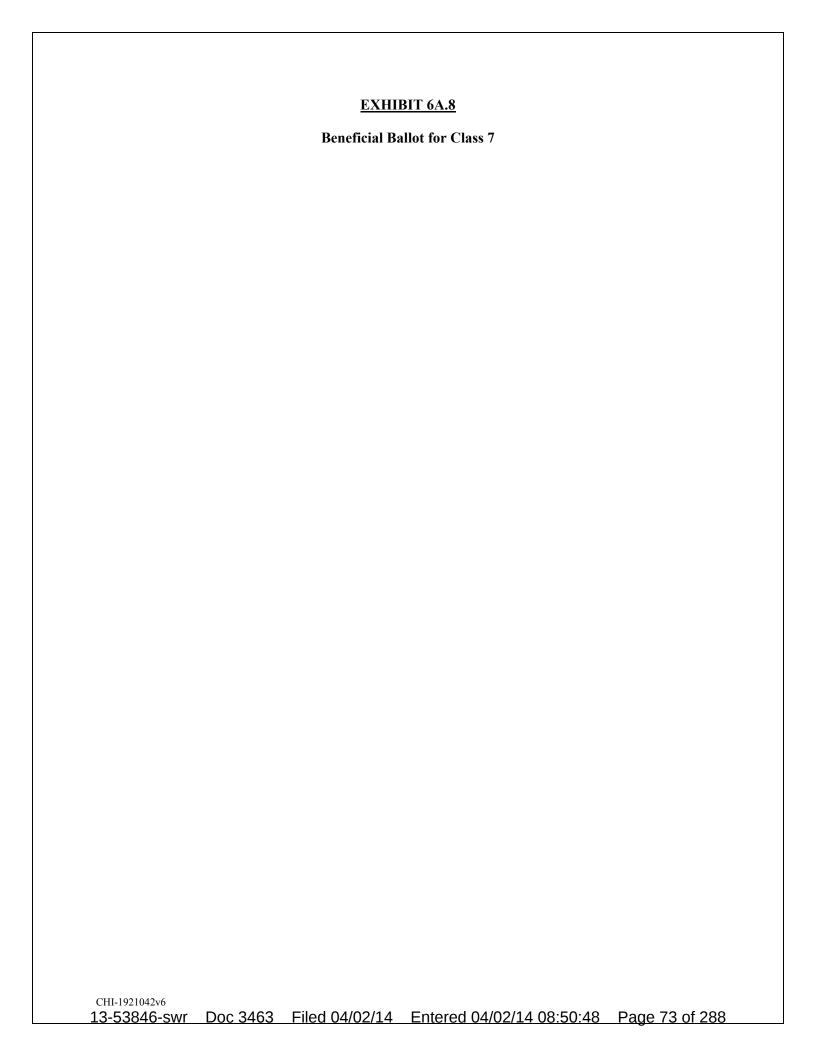
PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE

CHI-1921150v5 -5-13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 71 of 288 **Item 4.** Certifications. By signing this Master Ballot, the undersigned certifies that the undersigned:

- 1. provided each Beneficial Holder with all materials in the Solicitation Package and a Beneficial Ballot for voting their Class 7 LTGO Bond Claims;
- 2. received a completed and signed Beneficial Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
- 3. has full power and authority to vote to transmit the votes to accept or reject the Plan;
- 4. properly disclosed (a) the number of Beneficial Holders who completed Beneficial Ballots; (b) the respective amounts of the LTGO Bond Claims in Class 7 held by each Beneficial Holder that completed a Beneficial Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; and (d) the customer account or other identification number for each such Beneficial Holder; and
- 5. received from each such Beneficial Holder a certification that each such Beneficial Holder is eligible to vote on the Plan.

Name of Nominee
Participant Number
Signature
If by Authorized Agent, Name and Title
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

CHI-1921150v5 -6-



Beneficial Holder Ballot, Class 7 LTGO Bond Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	X
In re	: Chapter 9
CITY OF DETROIT, MICHIGAN,	: Case No. 13-53846
Debtor.	: Hon. Steven W. Rhodes
	X

BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT, MICHIGAN

CLASS 7: Limited Tax General Obligation Bond Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON JUNE 30, 2014

THIS BALLOT (A "BENEFICIAL BALLOT") IS TO BE USED BY BENEFICIAL OWNERS OF LIMITED TAX GENERAL OBLIGATION ("LTGO") BOND CLAIMS IN CLASS 7 (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO THE BANK, BROKER OR OTHER AGENT THAT HOLDS YOUR BONDS (THE "NOMINEE") BY THE DATE SET BY YOUR NOMINEE. A TIMELY RETURN OF THE BENEFICIAL BALLOT IS NECESSARY SO THE NOMINEE CAN COMPLETE AND RETURN A MASTER BALLOT (THE "MASTER BALLOT") BY THE VOTING DEADLINE ABOVE.

RETURN THIS BENEFICIAL BALLOT ONLY TO YOUR NOMINEE. DO NOT RETURN THE BENEFICIAL BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT, KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") OR ANY ENTITY OTHER THAN YOUR NOMINEE. PLEASE CONTACT YOUR NOMINEE IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BENEFICIAL BALLOT OR IF YOU HAVE QUESTIONS ABOUT THE NOMINEE'S RETURN INSTRUCTIONS. BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the " <u>City</u> ") is soliciting votes with respect to the <i>Amended Plan for the Adjustment of</i>
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Plan")
described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure
Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the
Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order
entered on April [], 2014 (Docket No. []), the Bankruptcy Court approved the Disclosure Statement.
Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the
Solicitation Procedures Order. You are receiving this Beneficial Ballot because you are a Beneficial Holder of

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

LTGO bonds as of April 14, 2014 (the "<u>Voting Record Date</u>"), and accordingly, you are a Holder of a Class 7 LTGO Bond Claim against the City, as defined in the Plan.

If you were not a Beneficial Holder of LTGO bonds as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Beneficial Ballot in accordance with the voting information and instructions provided below. You must complete your Beneficial Ballot and return it to your Nominee, leaving the Nominee sufficient time to prepare a Master Ballot that includes your vote and to deliver that Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent to the City or the Bankruptcy Court.

CHI-1921042v6 -2-

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

 In the boxes provided in Item 1 of the Beneficial Ballot, please indicate your vote to accept or reject the Plan.

All of your LTGO Bond Claims against the City have been placed in Class 7 under the Plan. If you hold multiple Claims within Class 7 under the Plan, you will receive a separate Beneficial Ballot for each such Claim. Each Beneficial Ballot you receive is for voting only your Claim described on the Beneficial Ballot. Please complete and return each Beneficial Ballot you receive. The attached Beneficial Ballot is designated only for voting LTGO Bond Claims in Class 7 under the Plan.

If you hold more than one LTGO Bond Claim in Class 7, you must vote each Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in Class 7, and each vote is not the same for each Claim in Class 7, your Beneficial Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. In Item 2 of the Beneficial Ballot, please either (a) certify that this Beneficial Ballot is the only Beneficial Ballot you submit for LTGO Bond Claims in Class 7; or (b) complete the chart in Item 2 and certify that in such chart you disclosed all applicable account numbers and Nominees for any and all Beneficial Ballots you submit for LTGO Bond Claims in Class 7.
- 3. Please complete Item 3 of the Beneficial Ballot.
- 4. Sign, date and return the Beneficial Ballot according to the instructions given by your Nominee such that the Nominee has sufficient time to prepare a Master Ballot including your vote. The Nominee must deliver the Master Ballot to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. Beneficial Ballots should not be sent directly to the Balloting Agent, the City, the Bankruptcy Court or any entity other than your Nominee. Any Beneficial Ballots received by the Balloting Agent, the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.
- 5. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 6. This Beneficial Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 7. If you were not a Beneficial Holder of LTGO bonds as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

CHI-1921042v6 -3-

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2 AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. The undersigned, the Beneficial Holder as of April 14, 2014, of the LTGO Bond Claims in Class 7 under the Plan against the City of Detroit, Michigan, and in the amount set forth below, votes to (check <u>one</u> box):

☐ ACCEPT the Plan.	☐ REJECT the Plan.
expungement, injunction and release provisions not limited to, the provisions contained in Artic	approve certain cancellation, discharge, exculpation, s contained in the Plan. Such provisions include, but are cle III.D, Article IV.G, Article IV.H and Article V.C of the ind interests regarding certain nondebtor parties.
Creditor:	Claim Amount: \$

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

CHI-1921042v6 -4-

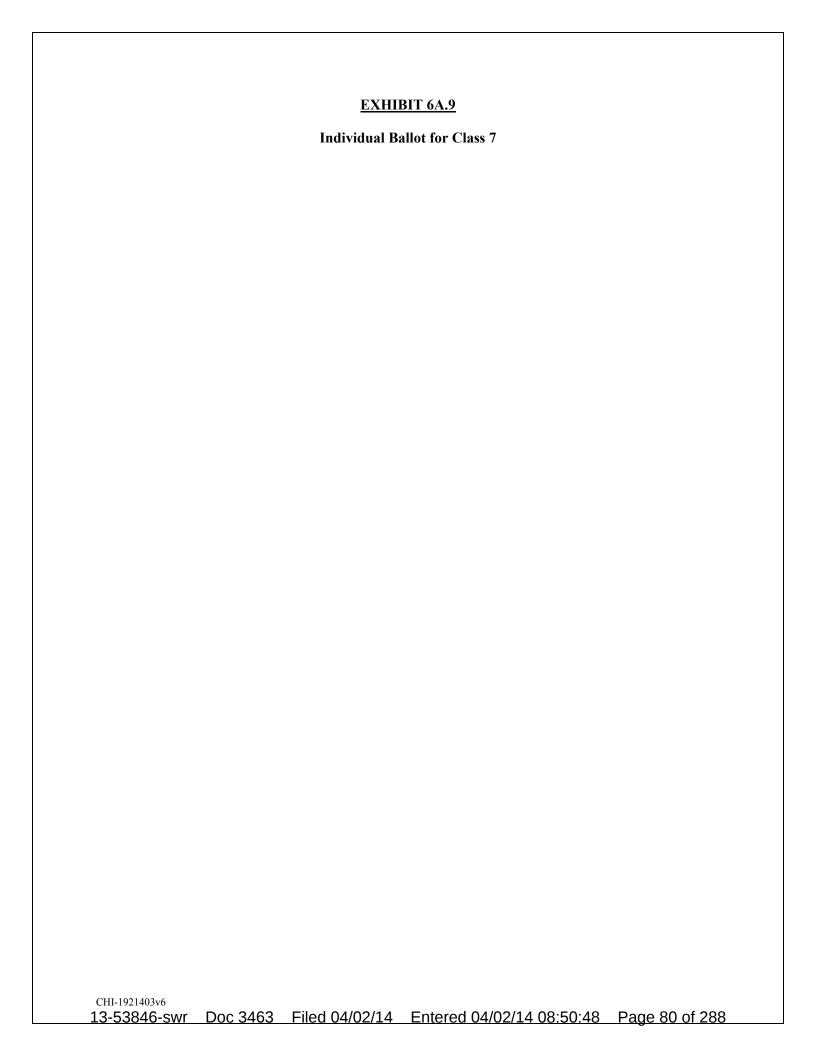
ccount Number of Other Bond aims in Class 7	Name of Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number	Principal Amount of Other Bond Claims
			of Other Bonds	Voted in Additional Ballot(s)
the space provided		additional sheets in the		
	PLEASE CONTIN	NUE TO ITEM 3 ON T	THE NEXT PAGE	

CHI-1921042v6 -5-13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 78 of 288 Item 3. Certifications. By signing this Beneficial Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the LTGO Bond Claims in Class 7 to which this Beneficial Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- has not submitted any other Beneficial Ballots (including any such ballots listed in Item 2 above) that are inconsistent with the vote to accept or reject the Plan set forth in this Beneficial Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Beneficial Ballot;
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan; and
- v. gives consent to any applicable Nominee to submit a Master Ballot reflecting the votes executed on this Beneficial Ballot to the Balloting Agent.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

CHI-1921042v6 -6-



Individual Ballot, Class 7 LTGO Bond Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

]	X
In re		: Chapter 9
CITY OF DETROIT, MICHIGA	AN,	: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
	·]	X

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 7: Limited Tax General Obligation Bond Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M. EASTERN TIME ON JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF LIMITED TAX GENERAL OBLIGATION ("LTGO") BOND CLAIMS, WHICH ARE CLAIMS IN CLASS 7. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes with respect to the Amended Plan for the Adjustment of
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Plan")
described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure
Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the
Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order
entered on April [], 2014 (Docket No. []), the Bankruptcy Court approved the Disclosure Statement.
Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the
Solicitation Procedures Order. You are receiving this Ballot because you are Holder of LTGO bonds as of April 14,
2014 (the "Voting Record Date"), and accordingly, you are a Holder of a Class 7 Claim against the City, as defined
in the Plan.

If you did not hold any LTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1921403v6 -2-

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your LTGO Bond Claims against the City have been placed in Class 7 under the Plan. If you hold multiple LTGO Bond Claims within Class 7 under the Plan, you will receive a separate Ballot for each such Claim. Each Ballot you receive is for voting only your LTGO Bond Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting LTGO Bond Claims in Class 7 under the Plan.

If you hold more than one LTGO Bond Claim in Class 7, you must vote each LTGO Bond Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in Class 7, and each vote is not the same for each Claim in Class 7, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. Please complete Item 2 of the Ballot.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 5. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 6. If you were not a Holder of LTGO Bond Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

CHI-1921403v6 -3-

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

	The undersigned, the Holder as detroit, Michigan in the amount s		f LTGO Bond Claim in Class 7 of the Plan to (check <u>one</u> box):
	ACCEPT the Plan.		REJECT the Plan.
expungement, in not limited to, th	junction and release provision	s contained in the Pl cle III.D, Article IV.	ncellation, discharge, exculpation, lan. Such provisions include, but are G, Article IV.H and Article V.C of the ng certain nondebtor parties.
Creditor:		Claim Amount: \$	

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

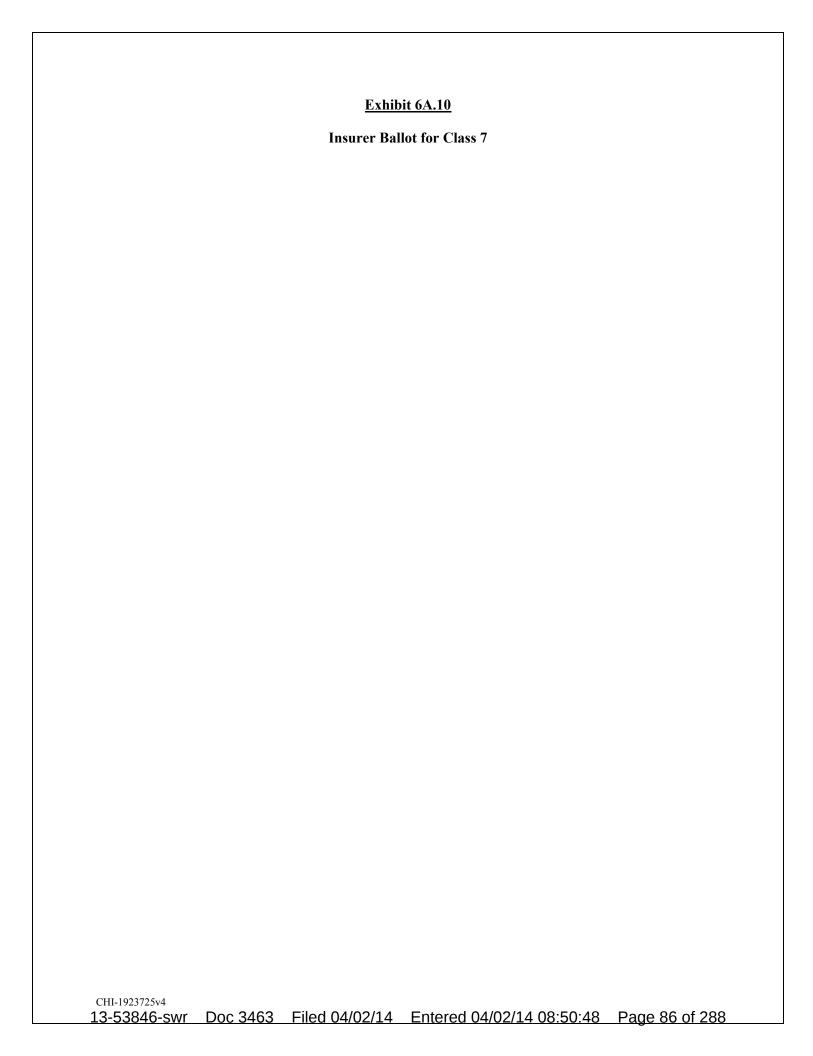
CHI-1921403v6

Item 2. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the LTGO Bond Claim in Class 7 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan for such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
C C C C C C C C C C C C C C C C C C C
If by Authorized Agent, Name and Title
Name of Institution
Addition institution
Street Address
City, State, Zip Code
City, State, Zip Code
Telephone Number
Date Completed
Email Address
Lilluli i ludi coo

CHI-1921403v6 -5-



Insurer Ballot, Class 7 LTGO Bond Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	ː	X
In re		Chapter 9
CITY OF DETROIT, MICHIGA	N,	Case No. 13-53846
	Debtor.	Hon. Steven W. Rhodes
	· 	X

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 7: Limited Tax General Obligation Bond Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M. EASTERN TIME ON JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR INSURERS OF LIMITED TAX GENERAL OBLIGATION ("LTGO") BONDS. CLAIMS ON ACCOUNT OF SUCH BONDS ARE CLAIMS IN CLASS 7. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes with respect to the *Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014)* (as it may be amended, supplemented or modified, the "Plan") described in the accompanying *Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order entered on April [_____], 2014 (Docket No. [____]), the Bankruptcy Court approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the Solicitation Procedures Order.

You are receiving this Ballot because you are an insurer of LTGO bonds as of April 14, 2014 (the "Voting Record Date"). Accordingly, you are entitled to submit a Ballot pursuant to the Solicitation Procedures Order. The Solicitation Procedures Order provides, however, that if there is a dispute regarding your right to vote on the Plan with respect to LTGO bonds, your vote will not be counted unless the Bankruptcy Court determines, at a hearing

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

currently scheduled for June 26, 2014, that you are entitled to vote. You should review the Solicitation Procedures Order and consult counsel to determine whether you need to take action for your vote on this Ballot to be counted.

If you did not insure LTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

You must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1923725v4 -2-

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All Claims against the City with respect to LTGO bonds have been placed in Class 7 under the Plan. If you insure multiple LTGO bonds, you will receive a separate Class 7 Ballot on account of each such bond. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting by insurers of LTGO bonds.

If you insure multiple LTGO bonds, you must vote in the same manner with respect to all such bonds. If you submit multiple Class 7 Ballots and each vote is not the same on each Ballot, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. Please complete Item 2 of the Ballot.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 4. If you (a) also hold Claims in other Classes or sub-Classes or (b) insure securities giving rise to Claims in other Classes or sub-Classes, you will receive a separate ballot on account of each such Claim or each such security. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each ballot.
- 5. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 6. If you were not an insurer of LTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

CHI-1923725v4 -3-

<u>PLEASE READ THE VOTING INFORMATION AND</u> INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. below, votes to (chec	C ,	urer of LTGO bonds as of A	pril 14, 2014 in the amount set forth
	ACCEPT the Plan.		REJECT the Plan.
expungement, in not limited to, th	junction and release pro te provisions contained in	ovisions contained in the Pl n Article III.D, Article IV.	ncellation, discharge, exculpation, lan. Such provisions include, but are G, Article IV.H and Article V.C of the ng certain nondebtor parties.
Insurer:			
22 2	of Principal and Interest t to LTGO Bonds: \$		

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

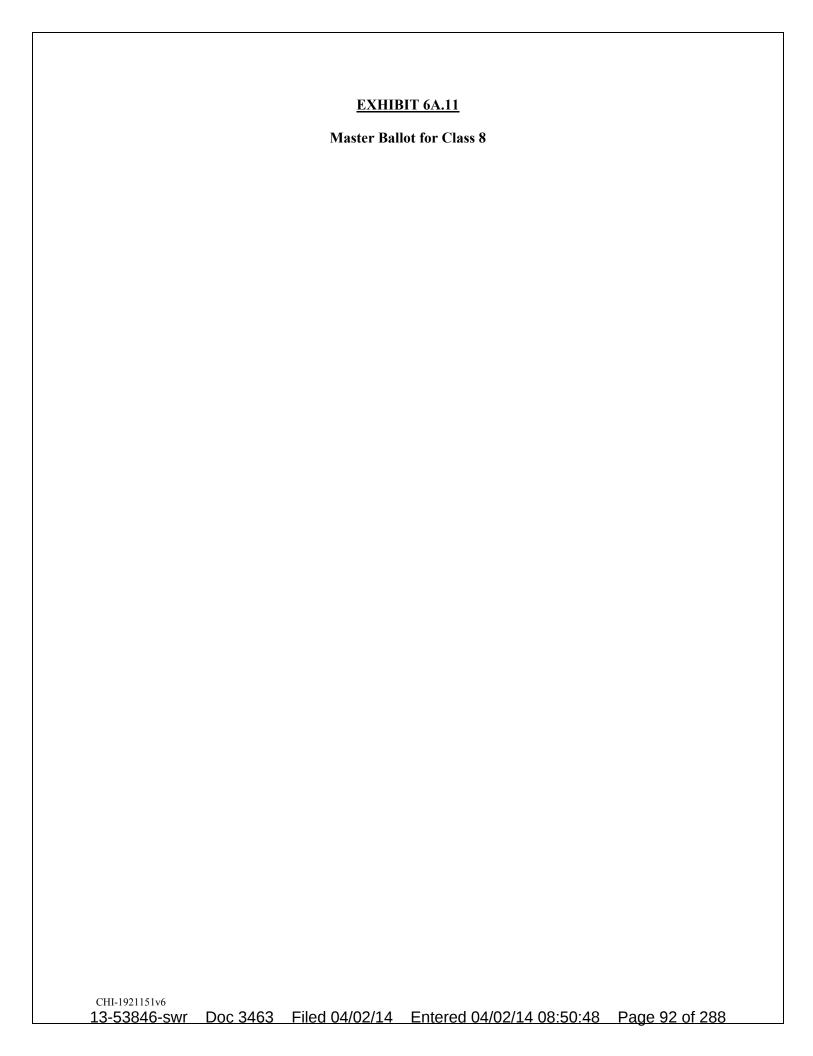
CHI-1923725v4 -4-13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 90 of 288

Item 2. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is an insurer of LTGO bonds to which this Ballot pertains and has full power and authority to vote to accept or reject the Plan on account of such bonds;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
0
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

CHI-1923725v4 -5-



UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X
In re		: Chapter 9
CITY OF DETROIT, MICHIGAN,		: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
		X

MASTER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 8: Unlimited Tax General Obligation Bond Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON JUNE 30, 2014

THIS BALLOT (A "MASTER BALLOT") IS FOR YOU, AS A BANK, BROKER OR OTHER AGENT (A "NOMINEE"), TO TRANSMIT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") THE VOTES OF BENEFICIAL OWNERS OF UNLIMITED TAX GENERAL OBLIGATION ("UTGO") BOND CLAIMS (THE "BENEFICIAL HOLDERS"), WHICH ARE CLAIMS IN CLASS 8 UNDER THE PLAN. PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT TO THE BALLOTING AGENT AT THE ADDRESS PROVIDED BELOW. MASTER BALLOTS MUST ACTUALLY BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE ABOVE. UNLESS THE TIME IS EXTENDED, MASTER BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

RETURN THIS MASTER BALLOT ONLY TO THE BALLOTING AGENT. DO NOT RETURN THIS MASTER BALLOT TO THE BANKRUPTCY COURT, THE CITY OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. MASTER BALLOTS AND BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes with respect to the Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Plan") described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order entered on April [_____], 2014 (Docket No. [_____]), the Bankruptcy Court approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the Solicitation Procedures Order. You are receiving this Master Ballot because you are a Nominee of Beneficial Holders of UTGO Bond Claims as of April 14, 2014 (the "Voting Record Date").

Capitalized terms used in this Master Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Use this Master Ballot to cast votes to accept or reject the Plan in accordance with the Beneficial Ballots (each, a "Beneficial Ballot") cast by the Beneficial Holders of UTGO Bond Claims.

As a Nominee, you must deliver the Solicitation Package, including a Beneficial Ballot, to each Beneficial Holder of UTGO Claims. You must also take all actions needed for Beneficial Holders to timely complete and return their respective Beneficial Ballots, such that you can complete and deliver this Master Ballot so it is actually received by the Voting Deadline.

If you were not a Nominee with respect to UTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (917) 281-4800 or via email at detroitinfo@kccllc.com.

With respect to any complete Beneficial Ballots returned to you, you must:

- i. execute this Master Ballot to reflect the voting instructions given to you by the Beneficial Holders in the Beneficial Ballots for UTGO Bond Claims;
- ii. summarize the results of all votes cast by the Beneficial Holders on the Master Ballot;
- iii. return the completed Master Ballot and copies of all Beneficial Ballots you receive to the Balloting Agent, such that all Master Ballots and Beneficial Ballots are actually received by the Voting Deadline; and
- iv. retain each original Beneficial Ballot you receive in your files for at least one year after the Voting Deadline.

Please return the completed Master Ballot and copies of the Beneficial Ballots to the Balloting Agent at the following address:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

Master Ballots and Beneficial Ballots may not be submitted by facsimile, electronic mail or other electronic means.

The "Solicitation Package" consists of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

- 1. In the boxes provided in Item 1 of the Master Ballot, please certify your authority to vote.
- 2. In the boxes provided in Item 2 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the votes of the Beneficial Holders of the UTGO Bond Claims in Class 8. Record the account number for each Beneficial Holder that returned a Beneficial Ballot, and the principal amount of UTGO Bond Claims voting to accept or reject the Plan. Please note that each Beneficial Holder must vote all claims held by such Beneficial Holder in Class 8 in the same manner; claims may not be split. Any Beneficial Ballot that does not indicate any vote to accept or reject the Plan, or indicates votes to both accept and reject the Plan, shall not be counted as having been cast.
- 3. In Item 3, please transcribe the information provided by each Beneficial Holder in Item 2 of the Beneficial Ballot relating to other UTGO Bond Claims in Class 8 voted.
- 4. In Item 4, please complete the certifications for this Master Ballot, including the date and signature.
- 5. Return the complete, signed and dated Master Ballot, and copies of all Beneficial Ballots you receive, to the Balloting Agent so that they are <u>actually received</u> by the Voting Deadline. If a Master Ballot is received after the Voting Deadline, it will not be counted. Master Ballots submitted by email, fax or any other electronic method will not be accepted. Master Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Master Ballots received by the City, the Bankruptcy Court or an entity other than the Balloting Agent will not be valid and will not be counted as having been cast.
- 6. Retain the original Beneficial Ballots you received in your records for at least one year after the Voting Deadline.
- 7. If you are also a Nominee for Claims in other Classes, you will receive a separate Master Ballot for such Claims. You must complete and return each Master Ballot you receive to ensure that the votes and elections of the Beneficial Holders will be counted with respect to each Class and Claim for which you are a Nominee.
- 8. The Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 9. If you were not a Nominee with respect to UTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (917) 281-4800 or via email at detroitinfo@kccllc.com.

CHI-1921151v6 -3-

<u>PLEASE READ THE VOTING INFORMATION AND</u> INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, 3 AND 4 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Certification of Authority to Vote. The undersigned certifies that as of April 14, 2014, the undersigned check applicable box):
☐ is a broker, bank or other agent for the Beneficial Holder of the aggregate principal amount of UTGO Bond Claims in Class 8 listed in Item 2 below, and is the Nominee holder of such securities as of the Voting Record Date.
☐ is acting under a power of attorney and/or agency (a copy of which is available upon request) granted by a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of UTGO Bond Claims in Class 8 listed in Item 2 below; or
□ has been granted a proxy (an original of which is attached) from a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of UTGO Bond Claims in Class 8 listed in Item 2 below, and accordingly has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Holder of the UTGO Bond Claims in Class 8 listed in Item 2 below.

Item 2. Transmittal of Votes. The undersigned transmits the following votes of Beneficial Holders of the UTGO Bond Claims in Class 8; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot casting such votes.

Your Account Number for Each Beneficial Holder Voting on the Plan	Principal Amount of Claims Voted to <u>ACCEPT</u> the Plan*	Principal Amount of Claims Voted to REJECT the Plan*
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

^{*} If the space provided is not sufficient, attach additional sheets in the same format

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

Item 3. Additional Ballots Submitted by Beneficial Holders. The undersigned certifies that the following information is a true and accurate schedule, on which the undersigned has transcribed all and any applicable information provided in Item 2 of each Beneficial Ballot received from a Beneficial Holder.

INFORMATION IN THIS SECTION IS TRANSCRIBED FROM ITEM 2 OF THE BENEFICIAL BALLOTS REGARDING OTHER BENEFICIAL BALLOTS CAST BY THE UNDERSIGNED'S BENEFICIAL HOLDERS IN RESPECT OF CLAIMS IN CLASS 8

Your Account	Transcribe from Item 2 of the Beneficial Ballot*				
Number for Each Beneficial Holder Who Completed Item 2 of their Beneficial Ballot	Account Number of Other Bond Claims in Class 8	Name of Other Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

^{*}If space provided is insufficient, attach additional sheets in the same format.

PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE

CHI-1921151v6 -5-13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 97 of 288 **Item 4.** Certifications. By signing this Master Ballot, the undersigned certifies that the undersigned:

- 1. provided each Beneficial Holder with all materials in the Solicitation Package and a Beneficial Ballot for voting their Class 8 UTGO Bond Claims;
- 2. received a completed and signed Beneficial Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
- 3. has full power and authority to vote to transmit the votes to accept or reject the Plan;
- 4. properly disclosed (a) the number of Beneficial Holders who completed Beneficial Ballots; (b) the respective amounts of the UTGO Bond Claims in Class 8 held by each Beneficial Holder that completed a Beneficial Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; and (d) the customer account or other identification number for each such Beneficial Holder; and
- 5. received from each such Beneficial Holder a certification that each such Beneficial Holder is eligible to vote on the Plan.

Name of Nominee
Participant Number
Signature
If by Authorized Agent, Name and Title
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

CHI-1921151v6 -6-



Beneficial Holder Ballot, Class 8 UTGO Bond Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X
In re	:	Chapter 9
CITY OF DETROIT, MICHIGA	AN,	Case No. 13-53846
	Debtor.	Hon. Steven W. Rhodes
		: X

BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT, MICHIGAN

CLASS 8: Unlimited Tax General Obligation Bond Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON JUNE 30, 2014

THIS BALLOT (A "BENEFICIAL BALLOT") IS TO BE USED BY BENEFICIAL OWNERS OF UNLIMITED TAX GENERAL OBLIGATION ("UTGO") BOND CLAIMS IN CLASS 8 (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO YOUR BANK, BROKER OR OTHER AGENT THAT HOLDS YOUR BONDS (THE "NOMINEE") BY THE DATE SET BY YOUR NOMINEE. A TIMELY RETURN OF THE BENEFICIAL BALLOT IS NECESSARY SO THE NOMINEE CAN COMPLETE AND RETURN A MASTER BALLOT (THE "MASTER BALLOT") BY THE VOTING DEADLINE ABOVE.

RETURN THIS BENEFICIAL BALLOT ONLY TO YOUR NOMINEE. DO NOT RETURN THE BENEFICIAL BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT, KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") OR ANY ENTITY OTHER THAN YOUR NOMINEE. PLEASE CONTACT YOUR NOMINEE IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BENEFICIAL BALLOT, OR IF YOU HAVE QUESTIONS ABOUT THE NOMINEE'S RETURN INSTRUCTIONS. BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes with respect to the Amended Plan for the Adjustment of
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Plan")
described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure
Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the
Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order
entered on April [], 2014 (Docket No. []), the Bankruptcy Court approved the Disclosure Statement.
Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the
Solicitation Procedures Order. You are receiving this Beneficial Ballot because you are a Beneficial Holder of

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

UTGO bonds as of April 14, 2014 (the "Voting Record Date"), and accordingly you are a Holder of a Class 8 UTGO Bond Claim against the City, as defined in the Plan.

If you were not a Beneficial Holder of UTGO Bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Beneficial Ballot in accordance with the voting information and instructions provided below. You must complete your ballot and return it to your Nominee, leaving the Nominee sufficient time to prepare a Master Ballot that includes your vote and to deliver that Master Ballot to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. Beneficial Ballots should not be sent to the City or the Bankruptcy Court.

CHI-1921044v6 -2-

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

 In the boxes provided in Item 1 of the Beneficial Ballot, please indicate your vote to accept or reject the Plan.

All of your UTGO Bond Claims against the City have been placed in Class 8 under the Plan. If you hold multiple Claims within Class 8 under the Plan, you will receive a separate Beneficial Ballot for each such UTGO Bond Claim. Each Beneficial Ballot you receive is for voting only your UTGO Bond Claim described on the Beneficial Ballot. Please complete and return each Beneficial Ballot you receive. The attached Beneficial Ballot is designated only for voting UTGO Bond Claims in Class 8 under the Plan.

If you hold more than one UTGO Bond Claim in Class 8, you must vote each UTGO Bond Claim to accept or reject the Plan in the same manner. If you vote multiple UTGO Bond Claims in Class 8, and each vote is not the same for each UTGO Bond Claim in Class 8, your Beneficial Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. In Item 2 of the Beneficial Ballot, please either (a) certify that this Beneficial Ballot is the only Beneficial Ballot you submit for UTGO Bond Claims in Class 8; or (b) complete the chart in Item 2 and certify that in such chart you disclosed all applicable account numbers and Nominees for any and all Beneficial Ballots you submit for UTGO Bond Claims in Class 8.
- 3. Please complete Item 3 of the Beneficial Ballot.
- 4. Sign, date and return the Beneficial Ballot according to the instructions given by your Nominee such that the Nominee has sufficient time to prepare a Master Ballot including your vote. The Nominee must deliver the Master Ballot to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. Beneficial Ballots should not be sent directly to the Balloting Agent, the City, the Bankruptcy Court or any entity other than your Nominee. Any Beneficial Ballots received by the Balloting Agent, the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.
- 5. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each such ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 6. This Beneficial Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 7. If you were not a Beneficial Holder of UTGO bonds as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

CHI-1921044v6 -3-

<u>PLEASE READ THE VOTING INFORMATION AND</u> INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2 AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

	\mathcal{E} ,	1	set forth below, votes to (check <u>one</u> box):
	ACCEPT the Plan.		REJECT the Plan.
expungement, ir not limited to, th	njunction and release provision	ns contained in the Picle III.D, Article IV.	ncellation, discharge, exculpation, lan. Such provisions include, but are G, Article IV.H and Article V.C of the ng certain nondebtor parties.
Creditor:		Claim Amount: \$	

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

CHI-1921044v6 -4-

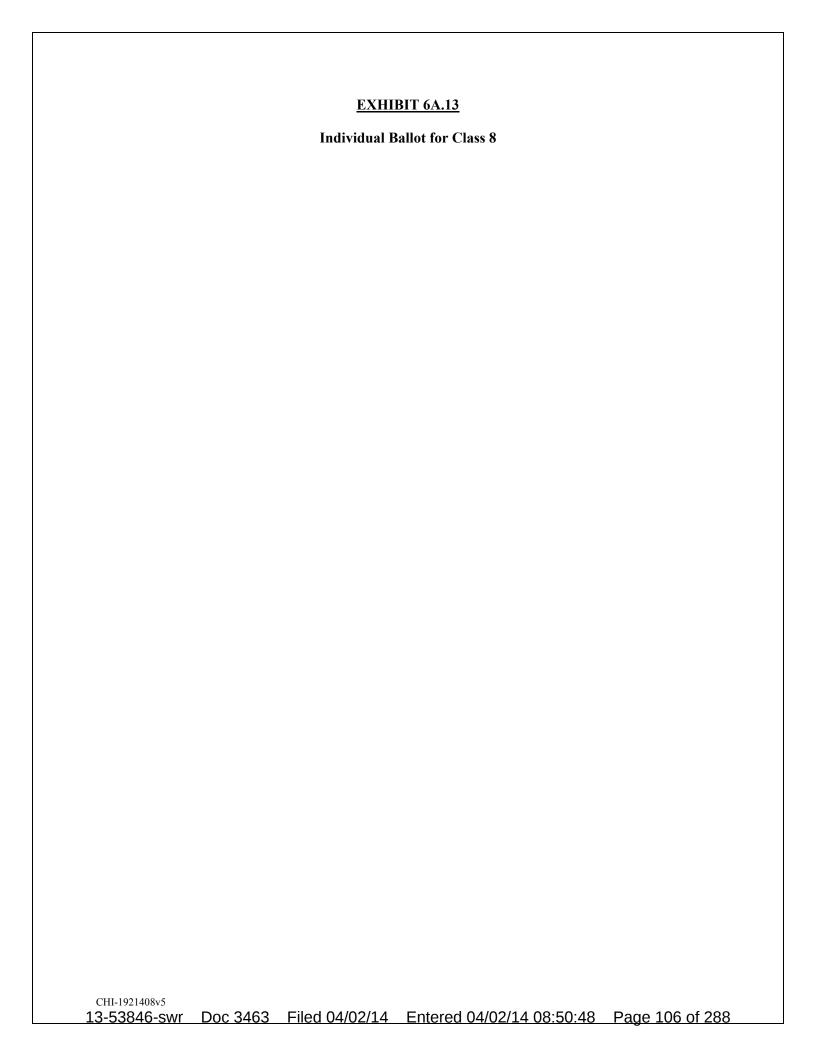
	☐ This is the only Beneficial Ballot submitted by the undersigned for UTGO Bond Claims in Class 8.		The completed chart discloses all account numbers, Nominees and applicable bond information for any and all Beneficial Ballots the undersigned submitted for UTGO Bond Claims in Class 8.	
	THIS CHART ONLY IF	YOU HAVE SUBMIT	TED <u>OTHER BALLOT</u> I	FS IN CLASS 8* Principal Amount of
Account Number of Other Bond Claims in Class 8	Name of Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Other Bond Claims Voted in Additional Ballot(s)
If the space provided	d is not sufficient, attach			
	PLEASE CONTIN	NUE TO ITEM 3 ON T	THE NEXT PAGE	

Item 3. Certifications. By signing this Beneficial Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of UTGO Bond Claims in Class 8 to which this Beneficial Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- has not submitted any other Beneficial Ballots (including any such ballots listed in Item 2 above) that are inconsistent with the vote to accept or reject the Plan set forth in this Beneficial Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Beneficial Ballot;
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan; and
- v. gives consent to any applicable Nominee to submit a Master Ballot reflecting the votes executed on this Beneficial Ballot to the Balloting Agent.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

CHI-1921044v6 -6-



Individual Ballot, Class 8 UTGO Bond Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X	
In re		: Chapter 9	
CITY OF DETROIT, MICHIGAN,		: Case No. 13-53846	
Б	ebtor.	: Hon. Steven W. Rhode	
		X	

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 8: Unlimited Tax General Obligation Bond Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M. EASTERN TIME ON JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF UNLIMITED TAX GENERAL OBLIGATION ("UTGO") BOND CLAIMS, WHICH ARE CLAIMS IN CLASS 8. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BALLOT OR IF YOU HAVE QUESTIONS ABOUT THE RETURN INSTRUCTIONS.

The City of Detroit, Michigan (the "City") is soliciting votes with respect to the Amended Plan for the Adjustment of
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Plan")
described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure
Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the
Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order
entered on April [], 2014 (Docket No. []), the Bankruptcy Court approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the Solicitation Procedures Order. You are receiving this Ballot because you are Holder of UTGO bonds as of April 14, 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a Class 8 Claim against the City, as defined in the Plan.
in the Plan.
If you did not hold any UTGO Bond Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1921408v5 -2-

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your UTGO Bond Claims against the City have been placed in Class 8 under the Plan. If you hold multiple UTGO Bond Claims within Class 8 under the Plan, you will receive a separate Ballot for each such UTGO Bond Claim. Each Ballot you receive is for voting only your UTGO Bond Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting UTGO Bond Claims in Class 8 under the Plan.

If you hold more than one UTGO Bond Claim in Class 8, you must vote each UTGO Bond Claim to accept or reject the Plan in the same manner. If you vote multiple UTGO Bond Claims in Class 8, and each vote is not the same for each UTGO Bond Claim in Class 8, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. Please complete Item 2 of the Ballot.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 5. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 6. If you were not a Holder of one or more UTGO Bond Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

CHI-1921408v5 -3-

<u>PLEASE READ THE VOTING INFORMATION AND</u> INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. The undersigned, the Holder as of April 14, 2014, of UTGO Bond Claims in Class 8 of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check <u>one</u> box):			
☐ ACCEPT the Plan. ☐ REJECT the Plan.			
If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.			
Creditor:		Claim Amount: \$	

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

CHI-1921408v5 -4-

Item 3. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the UTGO Bond Claim in Class 8 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan for such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed
•
Email Address

CHI-1921408v5 -5-



Insurer Ballot, Class 8 UTGO Bond Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	ː	X
In re		Chapter 9
CITY OF DETROIT, MICHIGA	N,	Case No. 13-53846
	Debtor.	Hon. Steven W. Rhodes
	· 	X

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 8: Unlimited Tax General Obligation Bond Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M. EASTERN TIME ON JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR INSURERS OF UNLIMITED TAX GENERAL OBLIGATION ("UTGO") BONDS. CLAIMS ON ACCOUNT OF SUCH BONDS ARE CLAIMS IN CLASS 8. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BALLOT OR IF YOU HAVE QUESTIONS ABOUT THE RETURN INSTRUCTIONS.

The City of Detroit, Michigan (the "City") is soliciting votes with respect to the *Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014)* (as it may be amended, supplemented or modified, the "Plan") described in the accompanying *Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order entered on April [_____], 2014 (Docket No. [____]), the Bankruptcy Court approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the Solicitation Procedures Order.

You are receiving this Ballot because you are an insurer of UTGO bonds as of April 14, 2014 (the "Voting Record Date"). Accordingly, you are entitled to submit a Ballot pursuant to the Solicitation Procedures Order. The Solicitation Procedures Order provides, however, that if there is a dispute regarding your right to vote on the Plan with respect to UTGO bonds, your vote will not be counted unless the Bankruptcy Court determines, at a hearing

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

currently scheduled for June 26, 2014, that you are entitled to vote. You should review the Solicitation Procedures Order and consult counsel to determine whether you need to take action for your vote on this Ballot to be counted.

If you did not insure UTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

You must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1923753v3 -2-

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All Claims against the City with respect to UTGO bonds have been placed in Class 8 under the Plan. If you insure multiple UTGO bonds, you will receive a separate Class 8 Ballot on account of each such bond. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting by insurers of UTGO bonds.

If you insure multiple UTGO bonds, you must vote in the same manner with respect to all such bonds. If you submit multiple Class 8 Ballots and each vote is not the same on each Ballot, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. Please complete Item 2 of the Ballot.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 4. If you (a) also hold Claims in other Classes or sub-Classes or (b) insure securities giving rise to Claims in other Classes or sub-Classes, you will receive a separate ballot on account of each such Claim or each such security. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each ballot.
- 5. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 6. If you were not an insurer of UTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

CHI-1923753v3 -3-

<u>PLEASE READ THE VOTING INFORMATION AND</u> INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

below, votes to (che	٠ ٠	1 of 0 1 GO bonds as of A	sprii 14, 2014 iii tile amount set fortii
	ACCEPT the Plan.		REJECT the Plan.
expungement, in not limited to, th	njunction and release provis ne provisions contained in A	ions contained in the Planticle III.D, Article IV.	ncellation, discharge, exculpation, lan. Such provisions include, but are G, Article IV.H and Article V.C of the ng certain nondebtor parties.
Insurer:			
Aggregate Amount of Interest Insured with	of Principal and n Respect to UTGO Bonds: \$_		

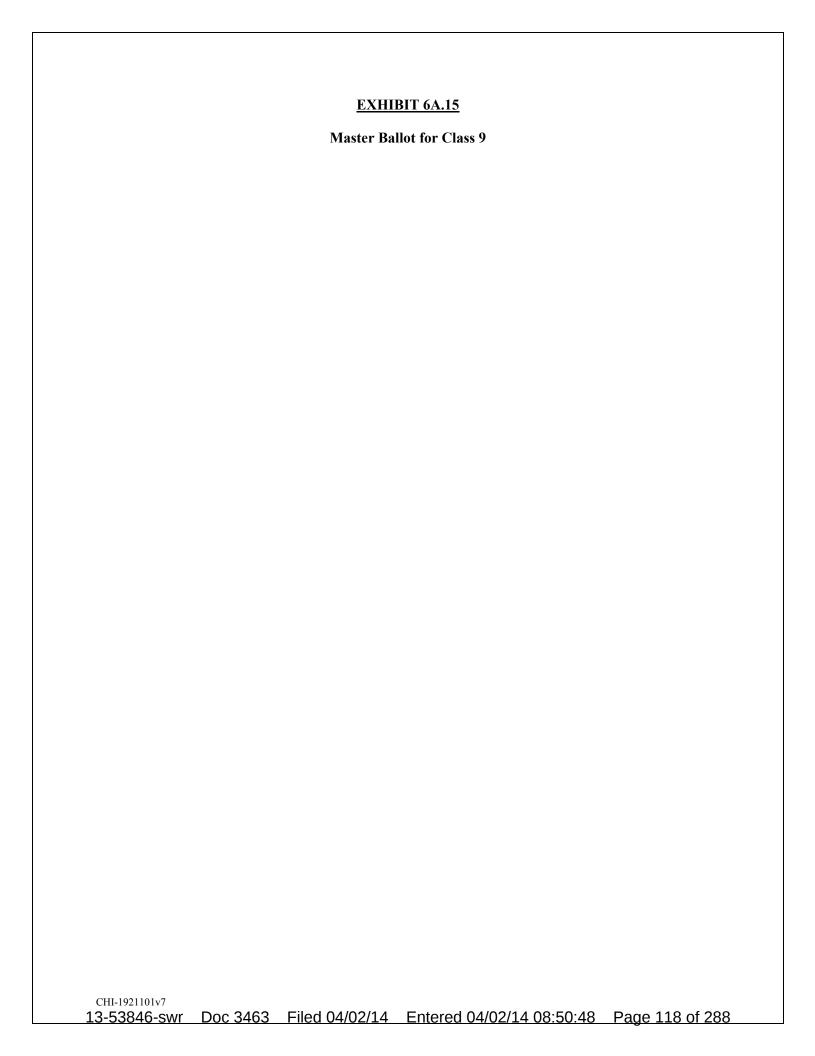
PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

Item 3. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is an insurer of UTGO bonds to which this Ballot pertains and has full power and authority to vote to accept or reject the Plan on account of such bonds;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Carial Caracita and Falamat Taracita Data (anti-mat)
Social Security or Federal Tax I.D. No. (optional)
Signature
č
If her Anthonical Acoust Norman and Title
If by Authorized Agent, Name and Title
Name of Institution
Street Address
Street Address
City, State, Zip Code
Talanhana Nyumbar
Telephone Number
Date Completed
r
Email Address

CHI-1923753v3 -5-



Master Ballot for Class 9 COP Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	>	ζ
In re	:	Chapter 9
CITY OF DETROIT, MICHIGA	aN,	Case No. 13-53846
	Debtor. :	Hon. Steven W. Rhodes
	· >	ζ.

MASTER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 9: COP CLAIMS

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON JUNE 30, 2014

THIS BALLOT (A "MASTER BALLOT") IS FOR YOU, AS A BANK, BROKER OR OTHER AGENT (A "NOMINEE"), TO TRANSMIT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") THE VOTES AND ELECTIONS OF BENEFICIAL HOLDERS OF COP CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)) IN CLASS 9 (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT TO THE BALLOTING AGENT AT THE ADDRESS PROVIDED BELOW. MASTER BALLOTS MUST ACTUALLY BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE ABOVE. UNLESS THE TIME IS EXTENDED, MASTER BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

RETURN THIS MASTER BALLOT ONLY TO THE BALLOTING AGENT. DO NOT RETURN THIS MASTER BALLOT TO THE BANKRUPTCY COURT, THE CITY OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. MASTER BALLOTS AND BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014)* (as it may be amended, supplemented or modified, the "Plan") described in the accompanying *Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order entered on April [_____], 2014 (Docket No. [_____]), the Bankruptcy Court approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the Solicitation Procedures Order. You are receiving this Master Ballot because you are a Nominee of Beneficial Holders of COP Claims as of April 14, 2014 (the "Voting Record Date").

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Use this Master Ballot to cast votes to accept or reject the Plan, and to make certain treatment and settlement elections regarding the Plan, in accordance with the beneficial ballots (each, a "Beneficial Ballot") cast by the Beneficial Holders of COP Claims.

As a Nominee, you must deliver the Solicitation Package, ² including a Beneficial Ballot, to each Beneficial Holder of COP Claims. You must also take all actions needed for Beneficial Holders to timely complete and return their respective Beneficial Ballots, such that you can complete and deliver this Master Ballot so it is actually received by the Voting Deadline.

If you were not a Nominee with respect to COP Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (917) 281-4800 or via email at detroitinfo@kccllc.com.

With respect to any complete Beneficial Ballots returned to you, you must:

- i. execute this Master Ballot to reflect the voting and applicable election instructions given to you by the Beneficial Holders in the Beneficial Ballots for COP Claims;
- ii. summarize the results of all votes cast and elections made by the Beneficial Holders on the Master Ballot;
- return the completed Master Ballot and copies of all Beneficial Ballots you receive to the Balloting Agent, such that all Master Ballots and Beneficial Ballots are actually received by the Voting Deadline; and
- iv. retain each original Beneficial Ballot you receive in your files for at least one year after the Voting Deadline.

Please return the completed Master Ballot and copies of the Beneficial Ballots to the Balloting Agent at the following address:

Detroit Ballot Processing Center c/o KCC 2335 Alaska Avenue El Segundo, CA 90245

Master Ballots and Beneficial Ballots may not be submitted by facsimile, electronic mail or other electronic means.

The "Solicitation Package" consists of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter.

- 1. In the boxes provided in Item 1 of the Master Ballot, please certify your authority to vote.
- 2. In the boxes provided in Item 2 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the votes of the Beneficial Holders of the COP Claims in Class 9. Record the account number for each Beneficial Holder that returned a Beneficial Ballot, and the principal amount of COP Claims voting to accept or reject the Plan. Any Beneficial Ballot that does not indicate any vote to accept or reject the Plan shall not be counted as having been cast. Any Beneficial Holder in Class 9 who votes to reject the Plan with respect to all COP Claims held by such Beneficial Holder is precluded from making other applicable elections.
- 3. In the boxes provided in Item 3 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the elections of the Beneficial Holders of COP Claims in Class 9 that voted to accept the Plan. If the Bankruptcy Court approves the Plan, Beneficial Holders of Class 9 Claims that accept the Plan may elect to participate in the Plan COP Settlement and become Settling COP Claimants. Record the account number for each Beneficial Holder that voted to accept the Plan and returned a Beneficial Ballot, and the principal amount of COP Claims that elect to participate in the Plan COP Settlement. A Beneficial Holder with more than one Claim in Class 9 may elect different treatment for each such COP Claim with respect to the Plan COP Settlement election. If an executed Beneficial Ballot does not make an election under this section, such ballot will count as an election not to participate in the Plan COP Settlement.
- 4. In Item 4, please transcribe the information provided by each Beneficial Holder in Item 3 of the Beneficial Ballot relating to other COP Claims voted in Class 9.
- 5. In Item 5, please complete the certifications for this Master Ballot, including the date and signature.
- 6. Return the complete, signed and dated Master Ballot, and copies of all Beneficial Ballots you receive, to the Balloting Agent so that they are actually received by the Voting Deadline. If a Master Ballot is received after the Voting Deadline, it will not be counted. Master Ballots submitted by email, fax or any other electronic method will not be accepted. Master Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Master Ballots received by the City, the Bankruptcy Court or an entity other than the Balloting Agent will not be valid and will not be counted as having been cast.
- 7. Retain the original Beneficial Ballots you received in your records for at least one year after the Voting Deadline.
- 8. If you are also a Nominee for Claims in other Classes, you will receive a separate Master Ballot for such Claims. You must complete and return each Master Ballot you receive to ensure that the votes and elections of the Beneficial Holders will be counted with respect to each Class and Claim for which you are a Nominee.
- 9. The Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 10. If you were not a Nominee with respect to COP Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (917) 281-4800 or via email at detroitinfo@kccllc.com.

CHI-1921101v7 -3-

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, 3, 4 AND 5 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

(please	check applicable box):
	☐ is a broker, bank or other agent for the Beneficial Holder of the aggregate principal amount of COP Claims in Class 9 listed in Item 2 below, and is the Nominee holder of such securities as of the Voting
	Record Date.

Item 1. Certification of Authority to Vote. The undersigned certifies that as of April 14, 2014, the undersigned

□ is acting under a power of attorney and/or agency (a copy of which is available upon request) granted by a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of COP Claims in Class 9 listed in Item 2 below; or

□ has been granted a proxy (an original of which is attached) from a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of COP Claims in Class 9 listed in Item 2 below, and accordingly has full power and authority to vote to accept or reject the Plan and execute applicable elections on behalf of the Beneficial Holder of the COP Claims in Class 9 listed in Item 2 below.

Item 2. Transmittal of Votes. The undersigned transmits the following votes of Beneficial Holders of the COP Claims in Class 9; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot casting such votes.

Your Account Number for Each Beneficial Holder Voting on the Plan	Principal Amount of Claims Voted to <u>ACCEPT</u> the Plan*	Principal Amount of Claims Voted to <u>REJECT</u> the Plan*
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
11.	\$	\$
12.	\$	\$
13.	\$	\$
14.	\$	\$
15.	\$	\$

^{*} If the space provided is not sufficient, attach additional sheets in the same format

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

Item 3. Plan COP Settlement Elections. The undersigned transmits the following elections of Beneficial Holders of the COP Claims in Class 9 that have voted to accept the Plan; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot accepting the Plan and executing such election.

Your Account Number for Each Beneficial Holder that elects to participate in the Plan COP Settlement*	Principal Amount of COP Claims	VOI Number from the DTC**
1.	\$	
2.	\$	
3.	\$	
4.	\$	
5.	\$	
6.	\$	
7.	\$	
8.	\$	
9.	\$	
10.	\$	
11.	\$	
12.	\$	
13.	\$	
14.	\$	
15.	\$	

^{*} If the space provided is not sufficient, attach additional sheets in the same format

PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE

^{**} The underlying COPs held by those Beneficial Holders electing to participate in the Plan COP Settlement are to be tendered into the election account established at the Depository Trust Company (the "DTC") for such purpose. Input the corresponding VOI number received from the DTC in the appropriate column in the table above if the Beneficial Holder elected to participate in the Plan COP Settlement in Item 2 on its beneficial ballot. COPs may not be withdrawn from the DTC election account once tendered. No further trading will be permitted in the COPs held in the election account at the DTC. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all COPs held in the election account to the applicable Nominee for credit to the account of the applicable Beneficial Holder.

Item 4. Additional Ballots Submitted by Beneficial Holders. The undersigned certifies that the following information is a true and accurate schedule, on which the undersigned has transcribed all and any applicable information provided in Item 3 of each Beneficial Ballot received from a Beneficial Holder.

INFORMATION IN THIS SECTION IS TRANSCRIBED FROM ITEM 3 OF THE BENEFICIAL BALLOTS REGARDING OTHER BENEFICIAL BALLOTS CAST BY THE UNDERSIGNED'S BENEFICIAL HOLDERS IN RESPECT OF CLAIMS IN CLASS 9

Your Account Number for Each	Transcribe from Item 3 of the Beneficial Ballot*		
Beneficial Holder Who Completed Item 3 of their Beneficial Ballot	Name of Nominee or Other Registered Holder	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)	

^{*}If space provided is insufficient, attach additional sheets in the same format.

PLEASE CONTINUE TO ITEM 5 ON THE NEXT PAGE

CHI-1921101v7 -6-13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 124 of 288 **Item 5.** Certifications. By signing this Master Ballot, the undersigned certifies that the undersigned:

- 1. provided each Beneficial Holder with all materials in the Solicitation Package and a Beneficial Ballot for voting their Class 9 COP Claims;
- 2. received a completed and signed Beneficial Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
- 3. has full power and authority to vote to transmit the votes to accept or reject the Plan and the applicable elections of the Beneficial Holders to which the undersigned is a Nominee;
- 4. properly disclosed (a) the number of Beneficial Holders who completed Beneficial Ballots; (b) the respective amounts of the COP Claims held by each Beneficial Holder that completed a Beneficial Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; (d) each such Beneficial Holder's respective elections applicable under the Plan if such Beneficial Holder has accepted the Plan; and (e) the customer account or other identification number for each such Beneficial Holder; and
- 5. received from each such Beneficial Holder a certification that each such Beneficial Holder is eligible to both vote on the Plan and execute applicable elections under the Plan.

Name of Nominee
Participant Number
Signature
If by Authorized Agent, Name and Title
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

CHI-1921101v7 -7-



Beneficial Holder Ballot, Class 9 COP Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	X
In re	: Chapter 9
CITY OF DETROIT, MICHIGAN,	: Case No. 13-53846
Debtor.	: Hon. Steven W. Rhodes
	: X

BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT, MICHIGAN

CLASS 9: COP Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON JUNE 30, 2014

THIS BALLOT (A "BENEFICIAL BALLOT") IS TO BE USED BY BENEFICIAL HOLDERS OF COP CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)) IN CLASS 9 (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO YOUR BANK, BROKER OR OTHER AGENT THAT HOLDS YOUR SECURITIES (THE "NOMINEE") BY THE DATE SET BY YOUR NOMINEE. A TIMELY RETURN OF THE BENEFICIAL BALLOT IS NECESSARY SO THE NOMINEE CAN COMPLETE AND RETURN A MASTER BALLOT (THE "MASTER BALLOT") BY THE VOTING DEADLINE ABOVE.

RETURN THIS BENEFICIAL BALLOT ONLY TO YOUR NOMINEE. DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT, KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") OR ANY ENTITY OTHER THAN YOUR NOMINEE. PLEASE CONTACT YOUR NOMINEE IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BALLOT, OR IF YOU HAVE QUESTIONS ABOUT THE NOMINEE'S RETURN INSTRUCTIONS. BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014)* (as it may be amended, supplemented or modified, the "Plan") described in the accompanying *Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order entered on April [_____], 2014 (Docket No. [____]), the Bankruptcy Court approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the Solicitation Procedures Order. You are receiving this Beneficial Ballot because you are a Beneficial Holder of one or more Class 9 COP Claims under the Plan as of April 14, 2014 (the "Voting Record Date").

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you were not a Beneficial Holder of any COP Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

Please use this Beneficial Ballot to:

- i. cast your vote to accept or reject the Plan; and
- ii. if you accept the Plan, elect whether to participate in the Plan COP Settlement and become a Settling COP Claimant.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether, if you accept the Plan, to elect to participate in the Plan COP Settlement and become a Settling COP Claimant. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Beneficial Ballot in accordance with the voting information and instructions provided below. You must complete your Beneficial Ballot and return it to your Nominee, leaving the Nominee sufficient time to prepare a Master Ballot that includes your vote and to deliver that Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent to the City or the Bankruptcy Court.

CHI-1921096v6 -2-

 In the boxes provided in Item 1 of the Beneficial Ballot, please indicate your vote to accept or reject the Plan.

All of your COP Claims against the City have been placed in Class 9 under the Plan. If you hold multiple COP Claims within Class 9 under the Plan, you will receive a separate Beneficial Ballot for each such Claim. Each Beneficial Ballot you receive is for voting only your COP Claim described on the Beneficial Ballot. Please complete and return each Beneficial Ballot you receive. The attached Beneficial Ballot is designated only for voting the COP Claims in Class 9 under the Plan.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

2. If you voted accept the Plan, in the boxes provided in Item 2 of the Beneficial Ballot, please indicate your election whether to participate in the Plan COP Settlement and become a Settling COP Claimant as detailed in the Plan.

If you do not check either box in Item 3, this Beneficial Ballot will count as an election not to participate in the Plan COP Settlement and become a Settling COP Claimant.

If you elect to participate in the Plan COP Settlement, and the Bankruptcy Court approves the Plan, you will irrevocably be deemed to accept the treatment afforded Settling COP Claimants in the Plan. Such treatment may affect your rights and regarding your COP Claims in Class 9.

If you elect to participate in the Plan COP Settlement, the Nominee holding your COPs must "tender" your COPs into an election account established at the Depository Trust Company (the "DTC"). Such COPs may not be withdrawn from the election account after your Nominee has tendered them to the election account. Once such COPs have been tendered, no further trading will be permitted in the COPs held in the election account. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all COPs held in the election account to the applicable Nominee for credit to your account. If you do not elect to participate in the Plan COP Settlement, then your COPs will not be placed into an election account, and your securities will not be restricted from trading.

- 3. In Item 3 of the Beneficial Ballot, please either (a) certify that this Beneficial Ballot is the only Beneficial Ballot you submit for COP Claims in Class 9; or (b) complete the chart in Item 4 and certify that in such chart you disclosed all applicable account numbers and Nominees for any and all Beneficial Ballots you submit for COP Claims in Class 9.
- 4. Please complete Item 4 of the Beneficial Ballot.
- 5. Sign, date and return the Beneficial Ballot according to the instructions given by your Nominee such that the Nominee has sufficient time to prepare a Master Ballot including your vote. The Nominee must deliver the Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent directly to the Balloting Agent, the City, the Bankruptcy Court or any entity other than your Nominee. Any Beneficial Ballots received by the Balloting Agent, the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.
- 6. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.

CHI-1921096v6 -3-

7.	This Beneficial Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
8.	If you were not a Beneficial Holder of one or more COP Claims as of the Voting Record Date or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.
CHI 10	22100616

<u>PLEASE READ THE VOTING INFORMATION AND</u> INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, 3 AND 4 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF YOU ACCEPT THE PLAN AND NEITHER BOX IS CHECKED IN ITEM 2, THIS BENEFICIAL BALLOT WILL COUNT AS ONE ELECTING NOT TO PARTICIPATE IN THE PLAN COP SETTLEMENT.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

ALID OR COUNT	ED AS HAVING BEEN CAST.			
	• The undersigned, the Beneficial Holder a City of Detroit, Michigan in the amount se			
	ACCEPT the Plan with respect to \$ in principal amount of Class 9 COP Claims.			REJECT the Plan with respect to \$ in principal amount of Class 9 COP Claims.
expungement, ir not limited to, tl	cept the Plan, you are voting to approve ijunction and release provisions contained in Article III.D, Arisions may affect your rights and interest	ed in th Article	e Pl IV.0	an. Such provisions include, but are G, Article IV.H and Article V.C of the
Creditor:	Aggregat	te Clain	n An	nount: \$
COMPLETE ITEN CLASS 9 COP CL	TO ACCEPT THE PLAN WITH RESPE IN 2 BELOW. IF YOU VOTED TO REJAIMS YOU HOLD, PLEASE CONTINUS. Settlement Option. If the undersigned vo	ECT T JE TO	HE ITE	PLAN WITH RESPECT TO ALL CM 3 ON THE NEXT PAGE
	Participate in the Plan COP Settlement and become a Settling COP Claimant with respect to \$ in principal amount of Class 9 COP Claims.		Set Ho \$_	OT Participate in the Plan COP tlement and remain a non-settling lder with respect to in principal amount Class 9 COP Claims.
will irrevocably	articipate in the Plan COP Settlement, and be deemed to accept the treatment affor affect your rights and interests regarding	ded Set	tlin	g COP Claimants in the Plan. Such

CHI-1921096v6 -5-

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

☐ This is the only Benef submitted by the unde Claims in Class 9.	rsigned for	accoun applica all Ben undersi Class 9	mpleted chart discloses all t numbers, Nominees and ble information for any and eficial Ballots the gned submitted for Claims in . OTHER BALLOTS IN CLASS 9*
Account Number of COP Claims in Class 9	Name Nominee e Registered	or Other	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)
space provided is not sufficient, PLEASE C	attach additional s		

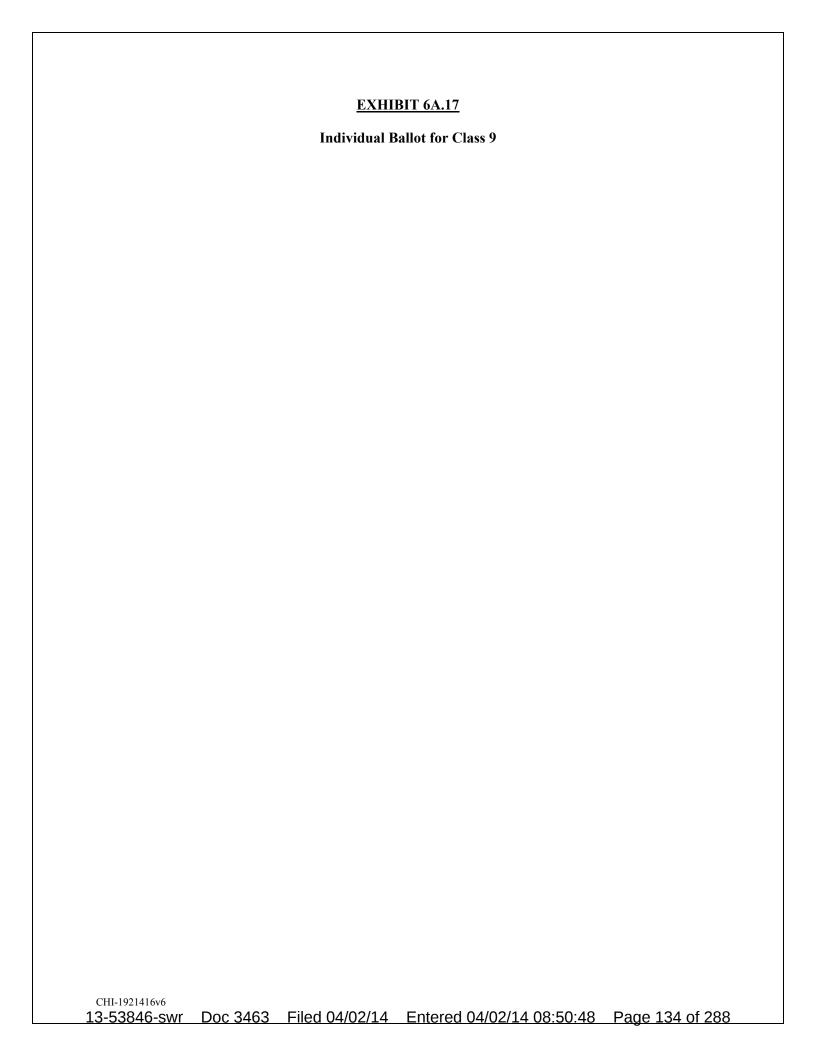
CHI-1921096v6 -6-13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 132 of 288

Item 4. Certifications. By signing this Beneficial Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the COP Claims in Class 9 to which this Beneficial Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Beneficial Ballots (including any such ballots listed in Item 3 above) with respect to the Class 9 COP Claims voted hereon that are inconsistent with the vote to accept or reject the Plan set forth in this Beneficial Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Beneficial Ballot;
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan; and
- v. gives consent to any applicable Nominee to submit a Master Ballot reflecting the votes and applicable elections executed on this Beneficial Ballot to the Balloting Agent.

Name
Social Security or Federal Tax I.D. No. (optional)
C'amad ma
Signature
If by Authorized Agent, Name and Title
if by realionized regent, realic and reco
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
reiephone Number
Date Completed
Email Address

CHI-1921096v6 -7-



Individual Ballot, Class 9 COP Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X
In re		: Chapter 9
CITY OF DETROIT, MICHIGAN,		: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
		X

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 9: COP Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M. EASTERN TIME ON JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF COP CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)), WHICH ARE CLAIMS IN CLASS 9. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the Amended Plan for the
Adjustment of Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the
"Plan") described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the
Adjustment of Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the
"Disclosure Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures
Order"), the Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan.
By order entered on April [], 2014 (Docket No. []), the Bankruptcy Court approved the Disclosure
Statement. Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth
in the Solicitation Procedures Order. You are receiving this Ballot because you are Holder of one or more COP
Claims as of April 14, 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a Class 9 Claim
against the City, as defined in the Plan.

If you did not hold any COP Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Please use this Ballot to:

- i. cast your vote to accept or reject the Plan; and
- ii. elect whether to participate in the Plan COP Settlement and become a Settling COP Claimant.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to participate in the Plan COP Settlement and become a Settling COP Claimant. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1921416v6 -2-

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your COP Claims against the City have been placed in Class 9 under the Plan. If you hold multiple Claims within Class 9 under the Plan, you will receive a separate Ballot for each such Claim. Each Ballot you receive is for voting only your COP Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting the COP Claims in Class 9 under the Plan.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

2. If you voted to accept the Plan, in the boxes provided in Item 2 of the Ballot, please indicate your election whether to participate in the Plan COP Settlement and become a Settling COP Claimant as detailed in the Plan.

If you do not check either box in Item 2, this Ballot will count as an election not to participate in the Plan COP Settlement.

If you accept the Plan and elect to participate in the Plan COP Settlement, and the Bankruptcy Court approves the Plan, you will irrevocably be deemed to accept the treatment afforded Settling COP Claimants in the Plan. Such treatment may affect your rights and regarding your Claims in Class 9.

- 3. Please complete Item 3 of the Ballot.
- 4. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as cast.

- 5. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 6. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 7. If you were not a Holder of one or more COP Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

CHI-1921416v6 -3-

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2 AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS CAST.

IF YOU ACCEPT THE PLAN AND NEITHER BOX IS CHECKED IN ITEM 2, THIS BALLOT WILL COUNT AS ONE ELECTING NOT TO PARTICIPATE IN THE PLAN COP SETTLEMENT.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

agamst the City	of Detroit, Michigan in the amount set forth ☐ ACCEPT the Plan with respect to \$ in principal amount of Class 9 COP Claims.		□ REJECT the Plan with respect to \$ in principal amount of Class 9 COP Claims.			
If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.						
Creditor: Aggregate Claim Amount: \$						
COMPLETE I CLASS 9 COP	ED TO ACCEPT THE PLAN WITH RESE TTEM 2 BELOW. IF YOU VOTED TO RE CLAIMS YOU HOLD, PLEASE CONTINUE COP Settlement Option. If the undersigned version is	EJECT T NUE TO	HE PLAN WITH RESPECT TO ALL ITEM 3 ON THE NEXT PAGE.			

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

irrevocably be deemed to accept the treatment afforded Settling COP Claimants in the Plan. Such treatment

may affect your rights and interests regarding your Claims in Class 9.

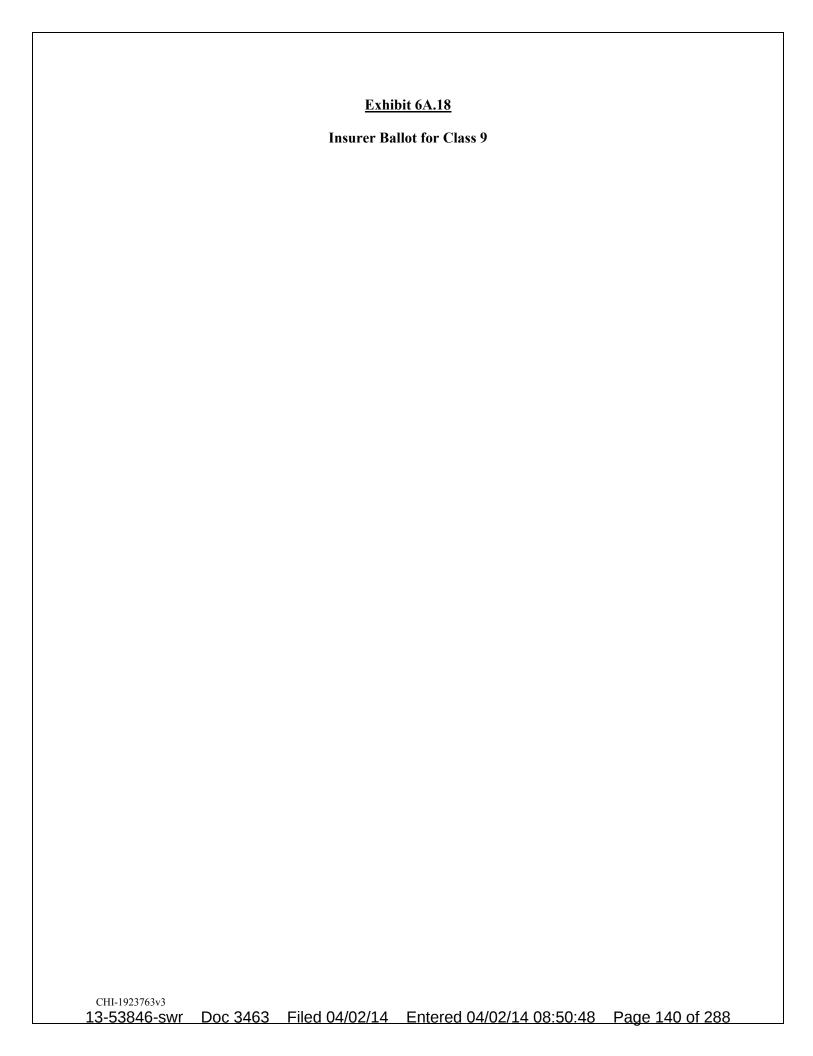
Item 3. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the COP Claims in Class 9 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claim;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- has not submitted any other Ballots with respect to the Class 9 COP Claims voted hereon that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed
-

Email Address

CHI-1921416v6 -5-



Insurer Ballot, Class 9 COP Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X
In re		: Chapter 9
CITY OF DETROIT, MICHI	GAN,	: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
		X

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 9: COP Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M. EASTERN TIME ON JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR INSURERS OF COPs (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)). CLAIMS ON ACCOUNT OF COPs ARE CLAIMS IN CLASS 9. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014)* (as it may be amended, supplemented or modified, the "Plan") described in the accompanying *Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). By order dated March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order dated April [_____], 2014 (Docket No. [____]), the Bankruptcy Court approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the Solicitation Procedures Order.

You are receiving this Ballot because you are an insurer of COPs as of April 14, 2014 (the "Voting Record Date"). Accordingly, you are entitled to submit a Ballot pursuant to the Solicitation Procedures Order. The Solicitation Procedures Order provides, however, that if there is a dispute regarding your right to vote on the Plan with respect to COPs, your vote will not be counted unless the Bankruptcy Court determines, at a hearing currently scheduled for

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

June 26, 2014, that you are entitled to vote. You should review the Solicitation Procedures Order and consult counsel to determine whether you need to take action for your vote on this Ballot to be counted.

If you did not insure COPs as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

Please use this Ballot to:

- i. cast your vote to accept or reject the Plan; and
- ii. if you accept the Plan, elect whether to participate in the Plan COP Settlement and become a Settling COP Claimant

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to participate in the Plan COP Settlement and become a Settling COP Claimant. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

You must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1923763v3 -2-

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All COP Claims against the City have been placed in Class 9 under the Plan. If you insure multiple COPs, you will receive a separate Ballot on account of each such COP. Each Ballot you receive is for voting only on account of the COP described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting by insurers of COPs.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

2. If you voted to accept the Plan, in the boxes provided in Item 2 of the Ballot, please indicate your election whether to participate in the Plan COP Settlement and become a Settling COP Claimant as detailed in the Plan.

If you do not check either box in Item 2, this Ballot will count as an election not to participate in the Plan COP Settlement.

If you accept the Plan and elect to participate in the Plan COP Settlement, and the Bankruptcy Court approves the Plan, you will irrevocably be deemed to accept the treatment afforded Settling COP Claimants in the Plan. Such treatment may affect your rights and interests regarding Claims in Class 9.

- 3. Please complete Item 3 of the Ballot.
- 4. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as cast.

- 5. If you (a) also hold Claims in other Classes or sub-Classes or (b) insure securities or COPs giving rise to Claims in other Classes or sub-Classes, you will receive a separate ballot on account of each such Claim security or COP. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each ballot.
- 6. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 7. If you were not an insurer of COPs as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

CHI-1923763v3 -3-

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2 AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS CAST.

IF YOU ACCEPT THE PLAN AND NEITHER BOX IS CHECKED IN ITEM 2, THIS BALLOT WILL COUNT AS ONE ELECTING NOT TO PARTICIPATE IN THE PLAN COP SETTLEMENT.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vot to:	e. The undersigned, an insurer of COPs as of A	April 14	, 2014 in the amount set forth below, votes
	ACCEPT the Plan with respect to \$ in principal amount of COPs.		REJECT the Plan with respect to \$ in principal amount of COPs.
expungement, i not limited to,	ccept the Plan, you are voting to approve cenjunction and release provisions contained the provisions contained in Article III.D, Artivisions may affect your rights and interests	in the P ticle IV	Plan. Such provisions include, but are .G, Article IV.H and Article V.C of the
Insurer:			
Aggregate Amount	of Principal and Interest Insured With Respec	t to COl	Ps: \$
2 BELOW. IF YO	TO ACCEPT THE PLAN WITH RESPECT DU VOTED TO REJECT THE PLAN WITH SE CONTINUE TO ITEM 3 ON THE NEX	H RESI	PECT TO ALL COPs THAT YOU
Item 2. Plan COF	Settlement Option. If the undersigned voted	to acce	pt the Plan, the undersigned elects to:
So C \$_	articipate in the Plan COP ettlement and become a Settling OP Claimant with respect to in principal amount of OPs.	Co no to	OT Participate in the Plan OP Settlement and remain a on-settling Holder with respect \$ in principal nount of COPs.
If you elect to par	ticipate in the Plan COP Settlement, and the	Bankr	ruptcy Court approves the Plan, you will

If you elect to participate in the Plan COP Settlement, and the Bankruptcy Court approves the Plan, you will irrevocably be deemed to accept the treatment afforded Settling COP Claimants in the Plan. Such treatment may affect your rights and interests regarding your Claims in Class 9.

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

Item 3. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is an insurer of COPs to which this Ballot pertains and has full power and authority to vote to accept or reject the Plan and make the elections applicable to Claims on account of such COPs;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots with respect to the Class 9 COP Claims voted hereon that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed
•
Email Address

CHI-1923763v3 -5-



Ballot, Class 13 DDA Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X
In re		: Chapter 9
CITY OF DETROIT, MICHIG	AN,	: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
		X

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 13: Downtown Development Authority Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF DDA CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)), WHICH ARE CLASSIFIED IN CLASS 13. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the " <u>City</u> ") is soliciting votes with respect to the <i>Amended Plan for the Adjustment of</i>
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Plan")
described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure
Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the
Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order
entered on April [], 2014 (Docket No. []), the Bankruptcy Court approved the Disclosure Statement.
Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the
Solicitation Procedures Order. You are receiving this Ballot because you are a Holder of one or more DDA Claims
as of April 14, 2014 (the "Voting Record Date"), and accordingly, you are a Holder of one or more Class 13 Claims
against the City, as defined in the Plan.

If you did not hold any DDA Claims as of the Voting Record Date or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Please use this Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1921006v4 -2-

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

Any and all of your DDA Claims against the City have been placed in Class 13 under the Plan. If you hold multiple DDA Claims within Class 13 under the Plan, you will receive a separate Ballot for each such DDA Claim. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting DDA Claims in Class 13 under the Plan.

If you hold more than one DDA Claim in Class 13, you must vote each DDA Claim to accept or reject the Plan in the same manner. If you vote multiple DDA Claims in Class 13, and the votes are not the same for each DDA Claim in Class 13, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. Please complete Item 2 of the Ballot.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 5. The Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 6. If you were not a Holder of any DDA Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

CHI-1921006v4 -3-

<u>PLEASE READ THE VOTING INFORMATION AND</u> INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. The undersigned, the DDA Claim Holder in Class 13 as of April 14, 2014 against the City of Detroit, Michigan, votes to (check <u>one</u> box):		
ACCEPT the Plan.	☐ REJECT the Plan.	
junction and release provisions co e provisions contained in Article	prove certain cancellation, discharge, exculpation, ontained in the Plan. Such provisions include, but are III.D, Article IV.G, Article IV.H and Article V.C of the interests regarding certain nondebtor parties.	
<u> </u>	Amount of Claim \$	
	otes to (check one box): ACCEPT the Plan. cept the Plan, you are voting to ap junction and release provisions come provisions contained in Article lisions may affect your rights and its contained in Article lisions may affect your rights and article lisions which was a contained where the contained which was a contained where we was a contained where where we was a contained where where	

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

CHI-1921006v4 -4-

Item 2. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of one or more DDA Claims in Class 13 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- has not submitted any other Ballots for Class 13 that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Ct
Street Address
City State 7in Code
City, State, Zip Code
Telephone Number
reteptione Number
Date Completed
Date Completed
Email Address
Elliali Addiess

CHI-1921006v4 -5-



Ballot, Class 14 Other Unsecured Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X
In re		: Chapter 9
CITY OF DETROIT, MICHI	GAN,	: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
		X

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 14: Other Unsecured Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF OTHER UNSECURED CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)) WHICH ARE CLASSIFIED IN CLASS 14. PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the *Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014)* (as it may be amended, supplemented or modified, the "Plan") described in the accompanying *Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (March 31, 2014)* (as it may be amended, supplemented or modified, the "Disclosure Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order entered on April [_____], 2014 (Docket No. [____]), the Bankruptcy Court approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the Solicitation Procedures Order. You are receiving this Ballot because you are a Holder of one or more Other Unsecured Claims as of April 14, 2014 (the "Voting Record Date"), and accordingly, you are a Holder of one or more Class 14 Claims against the City, as defined in the Plan.

If you did not hold any Other Unsecured Claim as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Please use this Ballot to:

- i. cast your vote to accept or reject the Plan; and
- ii. elect whether to treat your Other Unsecured Claim as a Class 15 Convenience Claim under the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to treat your Other Unsecured Claim as a Class 15 Convenience Claim. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1921007v7 -2-

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

Any and all of your Other Unsecured Claims against the City have been placed in Class 14 under the Plan. If you hold multiple Claims within Class 14 under the Plan, you will receive a separate Ballot for each such Claim. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Other Unsecured Claims in Class 14 under the Plan.

If you hold more than one Other Unsecured Claim in Class 14, you must vote each Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in Class 14 and the votes are not the same for each Claim in Class 14, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. In the boxes provided in Item 2 of the Ballot, please indicate your election whether to treat your Other Unsecured Claim as a Class 15 Convenience Claim under the Plan. If you check both boxes, or neither box, in Item 2, this Ballot will count as an election <u>not</u> to treat your Other Unsecured Claim as a Class 15 Convenience Claim.
- 3. If you elect to treat your Class 14 Other Unsecured Claim as a Class 15 Convenience Claim, your vote to accept or reject the Plan in this Ballot will count as a vote for Class 15 tabulation purposes and your vote will not count for Class 14 tabulation purposes.
- 4. Please complete Item 3 of the Ballot.
- 5. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 6. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 7. The Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 8. If you were not a Holder of any Other Unsecured Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

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<u>PLEASE READ THE VOTING INFORMATION AND</u> INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF BOTH BOXES ARE, OR NEITHER BOX IS, CHECKED IN ITEM 2, THIS BALLOT WILL COUNT AS ONE NOT ELECTING CONVENIENCE CLAIM TREATMENT FOR YOUR CLASS 14 OTHER UNSECURED CLAIM.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

	. The undersigned, the Other Unsec Michigan, votes to (check <u>one</u> box):		r in Class 14 as of April 14, 2014 against
	ACCEPT the Plan.		REJECT the Plan.
expungement, in not limited to, the	njunction and release provisions c	ontained in the Pl III.D, Article IV.	ncellation, discharge, exculpation, an. Such provisions include, but are G, Article IV.H and Article V.C of the ng certain nondebtor parties.
Creditor Name:		Amount of Clair	n: \$
	ace Class Election. The undersigned City of Detroit, Michigan, elects to		ured Claim Holder in Class 14 as of April
	Treat the undersigned's Other Unsecured Claim as a Class 15 Convenience Claim under the Plan		Not Treat the undersigned's Other Unsecured Claim as a Class 15 Convenience Claim under the Plan.
accept or reject			ss 15 Convenience Claim, your vote to 15 tabulation purposes and your vote
Election will be	deemed irrevocable and legally bi	nding on you upo	the Plan. This Convenience Claim on (i) execution of this election on the ims will be paid in accordance with the
Creditor Name:		Claim Amount:	\$

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

Item 3. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of one or more Other Unsecured Claims in Class 14 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- has not submitted any other Ballots for Class 14 that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed

Email address

CHI-1921007v7 -5-



Ballot, Class 15 Convenience Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X
In re		: Chapter 9
CITY OF DETROIT, MICHIG	AN,	: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
		X

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 15: Convenience Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF CONVENIENCE CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)), WHICH ARE CLASSIFIED IN CLASS 15. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS

The City of Detroit, Michigan (the " <u>City</u> ") is soliciting votes with respect to the <i>Amended Plan for the Adjustment of</i>
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Plan")
described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of
Debts of the City of Detroit (March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure
Statement"). By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the
Bankruptcy Court approved procedures regarding the solicitation and tabulation of votes on the Plan. By order
entered on April [], 2014 (Docket No. []), the Bankruptcy Court approved the Disclosure Statement.
Accordingly, the City is authorized to solicit votes in accordance with the approved procedures set forth in the
Solicitation Procedures Order. You are receiving this Ballot because you are a Holder of one or more Convenience
Claims as of April 14, 2014 (the "Voting Record Date"), and accordingly, you are a Holder of one or more Class 15
Claims against the City, as defined in the Plan.

If you did not hold any Convenience Claims as of the Voting Record Date or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is actually received by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1921154v5 -2-

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

Any and all of your Convenience Claims against the City have been placed in Class 15 under the Plan. If you hold multiple Claims within Class 15 under the Plan, you will receive a separate Ballot for each such Claim. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Convenience Claims in Class 15 under the Plan.

If you hold more than one Convenience Claim in Class 15, you must vote each Convenience Claim to accept or reject the Plan in the same manner. If you vote multiple Convenience Claims in Class 15, and the votes are not the same for each Convenience Claim in Class 15, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.G, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. Please complete Item 2 of the Ballot.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court, or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 5. The Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 6. If you were not a Holder of one or more Convenience Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at detroitinfo@kccllc.com.

CHI-1921154v5 -3-

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. The undersigned, the Convenience Claim Holder in Class 15 as of April 14, 2014 against the City of Detroit, Michigan, votes to (check <u>one</u> box):			
	ACCEPT the Plan.		REJECT the Plan.
expungement, in not limited to, th	junction and release provisions co	ntained in the Pl II.D, Article IV.	ncellation, discharge, exculpation, lan. Such provisions include, but are G, Article IV.H and Article V.C of the ng certain nondebtor parties.
Creditor Name:		Amount of Clair	m: \$

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

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Item 2. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of one or more Convenience Claims in Class 15 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- has not submitted any other Ballots for Class 15 that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
C C C C C C C C C C C C C C C C C C C
If by Authorized Agent, Name and Title
Name of Institution
Addition institution
Street Address
City, State, Zip Code
City, State, Zip Code
Telephone Number
Date Completed
Email Address
Lilluli i ludi coo

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Exhibit 6B

Ballot Redlines

EXHIBIT 6DA.1 Master Ballot for Classes 1A, 1B, 1C and 1D CHI-1919768v79 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 165 of 288

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		(
In re	:	Chapter 9
CITY OF DETROIT, MICHIGA	AN,	Case No. 13-53846
	Debtor.	Hon. Steven W. Rhodes
	·>	ζ

MASTER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS	: [NA	ME OF	CLASS]
S	eries		
CUS	SIP:		_

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M. EASTERN TIME ON JUNE 30, 2014

THIS BALLOT (A "MASTER BALLOT") IS FOR YOU, AS A BANK, BROKER OR OTHER AGENT (A "NOMINEE"), TO TRANSMIT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") THE VOTES AND ELECTIONS OF BENEFICIAL OWNERS OF [BOND SERIES], [CUSIP] CLAIMS IN [CLASS NUMBER] (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT TO THE BALLOTING AGENT AT THE ADDRESS PROVIDED BELOW. MASTER BALLOTS MUST ACTUALLY BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE ABOVE. UNLESS THE TIME IS EXTENDED, BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

RETURN THIS MASTER BALLOT ONLY TO THE BALLOTING AGENT. DO NOT RETURN THIS MASTER BALLOT TO THE BANKRUPTCY COURT, THE CITY OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. MASTER BALLOTS AND BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the Amended Plan for the Adjustment of Debts of the City of Detroit (February 21 March 31, 2014) (as it may be amended, supplemented or modified, the "Plan") described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (February 21 March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure Statement"). The By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved the Disclosure Statement by procedures regarding the solicitation and tabulation of votes on the Plan. By order dated entered on April [__________], 2014 (Docket No. ________). By order dated [____________] (Docket No. ________), the Bankruptcy Court authorized approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and in accordance with the approved procedures in the Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures forset forth in the Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment (Docket No. ________)Order. You are receiving this Master Ballot

¹ Capitalized terms used in this Master Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

because you are a Nominee of Beneficial Holders of [Bond Series]. [CUSIP] Claims as of [April 14, 2014 (the "Voting Record Date").

Use this Master Ballot to cast votes to accept or reject the Plan and to make certain treatment elections regarding the Plan, in accordance with the ballots (each, a "Beneficial Ballot") cast by the Beneficial Holders of [Bond Series]. [CUSIP] Claims in [Class No.].

As a Nominee, you must deliver the Solicitation Package,² including a Beneficial Ballot, to each Beneficial Holder of **[Bond Series].** [CUSIP] Claims in [Class No.]. You must also take all actions needed for Beneficial Holders to timely complete and return their respective Beneficial Ballots, such that you can complete and deliver this Master Ballot so it is actually received by the Voting Deadline.

If you were not a Nominee with respect to **[Bond Series]** securities, **[CUSIP]** as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877917) 298281-62364800 or via email at Detroitinfo@kccllc.com.

With respect to any complete Beneficial Ballots returned to you, you must:

- i. execute this Master Ballot to reflect the voting and applicable election instructions given to you by the Beneficial Holders in the Beneficial Ballots for [Bond Series], [CUSIP];
- ii. summarize the results of all votes cast and elections made by the Beneficial Holders on the Master Ballot;
- iii. return the completed Master Ballot and copies of all Beneficial Ballots you receive to the Balloting Agent, such that all Master Ballots and Beneficial Ballots are actually received by the Voting Deadline; and
- iv. retain each original Beneficial Ballot you receive in your files for at least one year after the Voting Deadline.

Please return the completed Master Ballot and copies of the Beneficial Ballots to the Balloting Agent at the following address:

Detroit Ballot Processing Center
c/o KCC

1290 Avenue of the Americas, 9th Floor
New York, New York 10104

2335 Alaska Avenue El Segundo, CA 90245

Master Ballots and Beneficial Ballots may not be submitted by facsimile, electronic mail or other electronic means.

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The "Solicitation Package" consists of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

- 1. In the boxes provided in Item 1 of the Master Ballot, please certify your authority to vote.
- In the boxes provided in Item 2 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the votes of the Beneficial Holders of the [Bond Series]. [CUSIP] Claims in [Class No.]. Record the account number for each Beneficial Holder that returned a Beneficial Ballot and the principal amount of claims voting to accept or reject the Plan. Please note that each a Beneficial Holder must vote all claims held by such holds more than one CUSIP of [Bond Series] securities, it is entitled to vote differently for each CUSIP. All votes cast by a Beneficial Holder in [Class No.] inwith respect to any particular CUSIP, however, must be the same manner; claims may not be split. Any Beneficial Ballot that does not indicate any vote to accept or reject or indicates votes to both accept and reject the Plan shall not be counted as having been cast. Beneficial Holders who vote to reject the Plan are not precluded from making applicable elections on their Beneficial Ballots.
- 3. In the boxes provided in Item 3 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the election elections of the Beneficial Holders of [Bond Series]. [CUSIP] Claims in [Class No.]. Beneficial Holders may elect whether or not to receive either New GLWA/DWSD Bonds or New Existing Rate GLWA/DWSDWater/Sewer Bonds. Record the account number for each Beneficial Holder that voted to accept the Plan and returned a Beneficial Ballot, and the principal amount of claims with respect to which a Beneficial Holder has made a valid election to receive New GLWA/DWSD Bonds or not to receive New Existing Rate GLWA/DWSDWater/Sewer Bonds. If a Beneficial Holder holds more than one Claim CUSIP of [Bond Series] securities in [Class No.], such holder may not elect different treatment under this section for with respect to each Claim. If an executed CUSIP. If, with respect to a single CUSIP, a Beneficial Ballot (a) does not make an Holder (a) checks neither the "Yes" nor the "No" box for the election-under this section, (b) elects to receive both New GLWA/DWSD Bonds and New Existing Rate GLWA/DWSD Bondschecks both the "Yes" and "No" box for the election or (c) attempts to elect to receive part New GLWA/DWSD Bonds and part New Existing Rate GLWA/DWSD Bondssplit its election, such Ballot will count as an election not to receive New GLWA/DWSDExisting Rate Water/Sewer Bonds.
- 4. In Item 4, please transcribe the information provided by each Beneficial Holder in Item 3 of the Beneficial Ballot relating to other <u>ballots submitted with respect to [Bond Series], [CUSIP]</u> Claims <u>voted</u>-in [Class No.].
- 5. In Item 5, please complete the certifications for this Master Ballot, including the date and signature.
- 6. Return the complete, signed and dated Master Ballot, and copies of all Beneficial Ballots you receive, to the Balloting Agent so that they are actually received by the Voting Deadline. If a Master Ballot is received after the Voting Deadline, it will not be counted. Master Ballots submitted by email, fax or any other electronic method will not be accepted. Master Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Master Ballots received by the City, the Bankruptcy Court or an entity other than the Balloting Agent will not be valid and will not be counted as having been cast.
- 7. Retain the original Beneficial Ballots you received in your records for at least one year after the Voting Deadline.
- 8. If you are also a Nominee for Claims in other Classes<u>or Claims on account of other CUSIPs in</u>

 [Class No.], you will receive a separate Master Ballot for such Claims. You must complete and return each Master Ballot you receive to ensure that the votes and elections of the Beneficial Holders will be counted with respect to each Class and Claim for which you are a Nominee.

- 9. The Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 10. If you were not a Nominee with respect to [Bond Series] securities, [CUSIP] as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877917) 298281-62364800 or via email at Detroitinfo@kccllc.com.

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, 3, 4 AND 5 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

	em 1. Certification of Authority to Vote. The undersigned certifies that as of April 14, 114, the undersigned (please check applicable box):
l	☐ is a broker, bank or other agent for the Beneficial Holder of the aggregate principal amount of [Bond Series]. [CUSIP] Claims in [Class No.] listed in Item 2 below, and is the Nominee holder of such securities as of the Voting Record Date;
l	□ is acting under a power of attorney and/or agency (a copy of which is available upon request) granted by a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of [Bond Series]. [CUSIP] Claims in [Class No.] listed in Item 2 below; or
 	has been granted a proxy (an original of which is attached) from a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of [Bond Series]. [CUSIP] Claims in [Class No.] listed in Item 2 below, and accordingly has full power and authority to vote to accept or reject the Plan and execute applicable elections on behalf of the Beneficial Holder of the [Bond Series]. [CUSIP] Claims in [Class No.] listed in Item 2 below.

Item 2. Transmittal of Votes. The undersigned transmits the following votes of Beneficial Holders of the **[Bond Series]** securities. **[CUSIP]** in **[Class No.]**; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot casting such votes.

Your Account Number for Each Beneficial Holder Voting on the Plan	Principal Amount of Claims Voted to <u>ACCEPT</u> the Plan*	Principal Amount of Claims Voted to <u>REJECT</u> the Plan*
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

^{*} If the space provided is not sufficient, attach additional sheets in the same format

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

Item 3. Bond Elections. The undersigned transmits the following elections of Beneficial Holders of the **[Bond Series]** Claims in **[Class No.]**; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot executing such election.

Your Account Number for Each Beneficial Holder that elects not to receive New GLWA/DWSD Bonds (or made no election)*New Existing Rate Water/Sewer Bonds*	Principal Amount of [Bond Series]. [CUSIP]	Your Account Number for Each Beneficial Holder electing to receive New Existing Rate GLWA/DWSDWater/ Sewer_Bonds*	Principal Amount of [Bond Series]. [CUSIP]	VOI Number from the DTC**
1.	\$	1.	\$	
2.	\$	2.	\$	
3.	\$	3.	\$	
4.	\$	4.	\$	
5.	\$	5.	\$	
6.	\$	6.	\$	
7.	\$	7.	\$	
8.	\$	8.	\$	
9.	\$	9.	\$	
10.	\$	10.	\$	
TOTALS		TOTALS		

^{*} If the space provided is not sufficient, attach additional sheets in the same format

** The underlying [Bond Series] securities, [CUSIP], held by those Beneficial Holders electing to receive New Existing Rate Water/Sewer Bonds are to be tendered into an election account established at the Depository Trust Company (the "DTC") for such purpose. Input the corresponding VOI number received from the DTC in the appropriate column in the table above if the Beneficial Holder elected to receive New Existing Rate Water/Sewer Bonds in Item 2 on its Beneficial Ballot. Securities may not be withdrawn from the DTC election account once tendered. No further trading will be permitted in the securities held in the election account at the DTC. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all securities held in the election account to the applicable Nominee for credit to the account of the applicable Beneficial Holder.

PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE

Item 4. Additional Ballots Submitted by Beneficial Holders. The undersigned certifies that the following information is a true and accurate schedule on which the undersigned has transcribed all and any applicable information provided in Item 3 of each Beneficial Ballot received from a Beneficial Holder.

INFORMATION IN THIS SECTION IS TRANSCRIBED FROM ITEM 3 OF THE BENEFICIAL BALLOTS REGARDING OTHER BENEFICIAL BALLOTS CAST BY THE UNDERSIGNED'S BENEFICIAL HOLDERS IN RESPECT OF CLAIMS ON ACCOUNT OF [BOND SERIES], [CUSIP] IN [CLASS NO.]

Your Account Number for Each Beneficial Holder Who Completed Item 3 of their Beneficial Ballot	Tı	ranscribe fro	m Item 3 of	the Beneficia	l Ballot*
Nu of IE Se ICI of Cla ICI	count mber Other cond ries] JSIP] Other ond ims in ass [N 0.]	Name of Other Nominee or Other Registere d Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additiona I Ballot(s)

^{*}If space provided is insufficient, attach additional sheets in the same format.

PLEASE CONTINUE TO ITEM 5 ON THE NEXT PAGE

Item 5. Certifications. By signing this Master Ballot, the undersigned certifies that the undersigned:

- 1. provided each Beneficial Holder with all materials in the Solicitation Package and a Beneficial Ballot for voting their [Class No.] [Bond Series], [CUSIP] Claims;
- 2. received a completed and signed Beneficial Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
- 3. has full power and authority to vote to transmit the votes to accept or reject the Plan and the applicable elections of the Beneficial Holders to which the undersigned is a Nominee;
- 4. properly disclosed (a) the number of Beneficial Holders who completed Beneficial Ballots; (b) the respective amounts of the [Class No.] [Bond Series]. [CUSIP] Claims held by each Beneficial Holder that completed a Beneficial Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; (d) each such Beneficial Holder's respective elections applicable under the Plan; and (e) the customer account or other identification number for each such Beneficial Holder; and
- 5. received from each such Beneficial Holder, a certification that each such Beneficial Holder is eligible to both vote on the Plan and execute applicable elections under the Plan.

Name of Nominee
Participant Number
Signature
If by Authorized Agent, Name and Title
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

EXHIBIT 6DA.2 Beneficial Ballot for Classes 1A, 1B, 1C and 1D CHI-1919209v910 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 174 of 288

Beneficial Holder Ballot, Class [1A-1D] [Bond Series] [CUSIP] Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X
In re		Chapter 9
CITY OF DETROIT, MICHIGA	AN,	Case No. 13-53846
	Debtor.	Hon. Steven W. Rhodes
	: :	: X

BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS	: [NAME OF CLASS]
S	Series
CUS	SIP:

THIS BALLOT (A "BENEFICIAL BALLOT") IS TO BE USED BY BENEFICIAL OWNERS OF [BOND SERIES]. [CUSIP]. CLAIMS IN [CLASS NO.] (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BENEFICIAL BALLOT AND RETURN IT TO THE BANK, BROKER OR OTHER AGENT THAT HOLDS YOUR [BOND SERIES] BONDS. [CUSIP]. SECURITIES (THE "NOMINEE") BY THE DATE SET BY YOUR NOMINEE. A TIMELY RETURN OF THE BENEFICIAL BALLOT IS NECESSARY SO THE NOMINEE CAN COMPLETE AND RETURN A MASTER BALLOT (THE "MASTER BALLOT") BY THE VOTING DEADLINE ABOVE.

RETURN THIS BENEFICIAL BALLOT ONLY TO YOUR NOMINEE. DO NOT RETURN THE BENEFICIAL BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT, KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") OR ANY ENTITY OTHER THAN YOUR NOMINEE. PLEASE CONTACT YOUR NOMINEE IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BENEFICIAL BALLOT OR IF YOU HAVE QUESTIONS ABOUT THE NOMINEE'S RETURN INSTRUCTIONS. BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

¹ Capitalized terms used in this Beneficial Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

procedures in the Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures forset forth in the Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment (Docket No. ____)Order. You are receiving this Beneficial Ballot because you are a Beneficial Holder of [Bond Series] securities, [CUSIP] as of ______April 14, 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a [Class No.] Claim against the City, as defined in the Plan.

If you were not a Beneficial Holder of **[Bond Series]** securities, **[CUSIP]** as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

Please use this Beneficial Ballot to:

- i. cast your vote to accept or reject the Plan and
- ii. elect whether to receive New GLWA/DWSD Bonds or New Existing Rate GLWA/DWSDWater/Sewer Bonds in lieu of New Water/Sewer Bonds.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to receive New GLWA/DWSD Bonds or Existing Rate Water/Sewer Bonds. Please note that if you elect to receive New Existing Rate GLWA/DWSD Bonds. Water/Sewer Bonds, the Nominee holding your [Bond Series] securities, [CUSIP], must "tender" your securities into an election account established at the Depository Trust Company (the "DTC"). Such securities may not be withdrawn from the election account after your Nominee has tendered them to the election account. Once such securities have been tendered, no further trading will be permitted in the securities held in the election account. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all securities held in the election account to the applicable Nominee for credit to your account. If you do not elect to receive New Existing Rate Water/Sewer Bonds, then your securities will not be restricted from trading.

Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroitdetroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Beneficial Ballot in accordance with the voting information and instructions provided below. You must complete your ballot and return it to your Nominee, leaving the Nominee sufficient time to prepare a Master Ballot that includes your vote and to deliver that Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent to the City or the Bankruptcy Court.

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VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Beneficial Ballot, please indicate your vote to accept or reject the Plan.

All of your [Name of Class] Claims against the City have been placed in [Class Number] under the Plan. If you hold multiple Claims within [Class Number] under the Plan, you will receive a separate Beneficial Ballot for each such Claim. Each Beneficial Ballot you receive is for voting only your Claim described on the Beneficial Ballot. Please complete and return each Beneficial Ballot you receive. The attached Beneficial Ballot is designated only for voting the [Bond Series], [CUSIP], Claims in [Class Number] under the Plan.

If you hold more than one <u>CUSIP of [Bond Series] Claim in [Class No.]securities</u>, you <u>must_may_vote each Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in [Class No.], and each vote is not the same for each Claim in [Class No.], your Beneficial Ballots will not be counted as having been east.differently for each respective CUSIP. All votes cast by you with respect to any particular CUSIP, however, must be the same.</u>

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

2. In the boxes provided in Item 2 of the Beneficial Ballot, please indicate your election-whether you elect to receive either New GLWA/DWSD Bonds or New Existing Rate GLWA/DWSD Water/Sewer Bonds. This election applies whether you vote to accept or vote to reject the Plan. If you check both boxes, or neither box-or attempt to elect different treatment among your [Claims in Item 2], this Beneficial Ballot will count as an election not to receive New GLWA/DWSD Existing Rate Water/Sewer Bonds.

If you hold more than one CUSIP of [Bond Series] securities, you are permitted to make a different election for each CUSIP. All elections made by you with respect to a single CUSIP, however, must be the same for such CUSIP. If you attempt to split your election with respect to a single CUSIP, your Ballot will count as an election not to receive New Existing Rate Water/Sewer Bonds with respect to such CUSIP.

If you elect to receive New Existing Rate Water/Sewer Bonds, you are electing to irrevocably waive any and all rights to object to the Plan on any grounds, and any such objection may be disregarded by the Bankruptcy Court solely on the basis of such election.

- 3. In Item 3 of the Beneficial Ballot, please either (a) certify that this Beneficial Ballot is the only Beneficial Ballot you will submit for Claims in [Class No.] Claims on account of [CUSIP]; or (b) complete the chart in Item 3 and certify that in such chart you disclosed all applicable account numbers and Nominees for any and all Beneficial Ballots you will submit for Claims in [Class Number No.] Claims on account of [CUSIP].
- 4. Please complete Item 4 of the Beneficial Ballot.
- 5. Sign, date and return the Beneficial Ballot according to the instructions given by your Nominee such that the Nominee has sufficient time to prepare a Master Ballot including your vote. The Nominee must deliver the Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent directly to the Balloting Agent, the City, the Bankruptcy Court or any entity other than your Nominee. Any Beneficial Ballots received by the Balloting Agent, the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

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- 6. If you also (a) hold Claims in other Classes or sub-Classes or (b) hold securities with a CUSIP different than the CUSIP identified in this Ballot, you will receive a separate ballot for account of each such Claim or each such security. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder ballot.
- 7. This Beneficial Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 8. If you were not a Beneficial Holder of [Bond Series] <u>securities</u>, [CUSIP], as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at <u>Detroitinfo</u>detroitinfo@kccllc.com.

PLEASE READ THE VOTING INFORMATION AND

INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT. PLEASE COMPLETE ITEMS 1, 2, 3 AND 4. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF NEITHER BOX IS CHECKED, OR BOTH BOXES ARE CHECKED, IN ITEM 2, THIS BALLOT WILL COUNT AS AN ELECTION NOT TO RECEIVE NEW GLWA/DWSDEXISTING RATE WATER/SEWER BONDS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST. Item 1. Class Vote. The undersigned, the Beneficial Holder as of April 14, 2014, of the [Bond Series], [CUSIP]. Claim in [Class No.] of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check one box): ☐ **ACCEPT** the Plan. □ **REJECT** the Plan. If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties. Creditor: Claim Amount: \$ Principal Amount of IBond Series | Securities | ICUSIP1 Held: \$ Item 2. Bond Election. If the <u>Bankruptcy</u> Court approves the Plan, the undersigned elects to <u>RECEIVE</u> receive New Existing Rate Water/Sewer Bonds with respect to [Bond Series] securities, [CUSIP] (check one box): New Existing Rate GLWA Bonds or ■ New GLWA Bonds or New Existing Rate DWSD YESNew DWSD Bonds Bonds No. If you elect to receive New Existing Rate Water/Sewer Bonds, the Nominee holding your [Bond Series] securities, [CUSIP], must "tender" your securities into an election account established at the Depository Trust Company (the "DTC"). Such securities may not be withdrawn from the election account after your Nominee has tendered them to the election account. Once such securities have been tendered, no further trading will be permitted in the securities held in the election account. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all securities held in the election account to the applicable Nominee for credit to your account. If you do not elect to receive New Existing Rate Water/Sewer Bonds, then your securities will not be placed into an election account, and your securities will not be restricted from trading.

If you elect to receive New Existing Rate Water/Sewer Bonds, you are electing to irrevocably waive any and all rights to object to the Plan on any grounds, and any such objection may be disregarded by the Bankruptcy Court solely on the basis of such election.

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PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE CHI-1919209v.910 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 180 of 288 Item 3. Certification as to Bond Claims in [Class No.] Claims on Account of [Bond Series] Securities, [CUSIP]. Held in Additional Accounts. The undersigned certifies that: (check one box)

□ This is the only Beneficial Ballot submitted by the undersigned for Claims in [Class No.] Claims on account of [CUSIP].

□ The completed chart discloses all account numbers, Nominees and applicable bond information for any and all Beneficial Ballots the undersigned submitted for [Class No.] Claims on account of [CUSIP].

□ undersigned submitted for Claims in [Class No.].

COMPLETE THIS CHART ONLY IF YOU HAVE SUBMITTED OTHER BALLOTS IN ICLASS NO.1*
OTHER BALLOTS WITH RESPECT TO IBOND SERIES SECURITIES, ICUSIP1.*

Account Number of other Bond Claims in [Class No.	Name of Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number -of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

^{*}If the space provided is not sufficient, please attach additional sheets in the same format

PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE

CHI-1919209v910 -7-13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 181 of 288 Item 4. Certifications. By signing this Beneficial Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the [Bond Series], [CUSIP]. Claims in [Class No.] to which this Beneficial Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Beneficial Ballots (including any such ballots listed in Item 3 above) that are inconsistent with the vote to accept or reject the Plan set forth in this Beneficial Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Beneficial Ballot;
- <u>understands that an election to receive New Existing Rate Water/Sewer Bonds constitutes an irrevocable waiver of any and all rights to object to the Plan on any grounds, and that any such objection may be disregarded by the Bankruptcy Court solely on the basis of such election;</u>
- ivy. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan; and
- gives consent to any applicable Nominee to submit a Master Ballot reflecting the votes and applicable elections executed on this Beneficial Ballot to the Balloting Agent.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed

CHI-1919209v910

&

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Email Address CHI-1919209v<mark>910</mark>
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EXHIBIT 6DA.3 Individual Ballot for Classes 1A, 1B, 1C and 1D CHI-1921366v34 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 184 of 288

Individual Ballot, Class [1A-1D] [Bond Series] [CUSIP] Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	>	ζ.
In re	:	Chapter 9
CITY OF DETROIT, MICHIGA	N, :	Case No. 13-53846
Ι	Debtor. :	Hon. Steven W. Rhodes
	: XX	ζ

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS	: [NA]	ME OF	CLASS]
S	Series		
CUS	SIP:		_

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M. EASTERN TIME ON JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR TO BE USED BY BENEFICIAL HOLDERS OF [BOND SERIES] CLAIMS, WHICH ARE CLAIMS IN CLASS [—CUSIP] CLAIMS IN [CLASS NUMBER] (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

¹ Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you didwere not hold anya Holder of [Bond Series] Claims securities, [CUSIP], as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo @kccllc.com.

Please use this Ballot to:

- i. cast your vote to accept or reject the Plan and
- ii. elect whether to receive New Rate GLWA/DWSD Bonds or New Existing Rate GLWA/DWSDWater/Sewer Bonds in lieu of New Water/Sewer Bonds.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to receive New GLWA/DWSD Bonds or Existing Rate Water/Sewer Bonds. Please note that if you elect to receive New Existing Rate GLWA/DWSD Bonds. Water/Sewer Bonds, your [Bond Series] securities, [CUSIP], must be "tendered" into an election account established at the Depository Trust Company (the "DTC"). Such securities may not be withdrawn from the election account after they have been tendered to the election account. Once such securities have been tendered, no further trading will be permitted in the securities held in the election account. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all securities held in the election account to be credited to your account. If you do not elect to receive New Existing Rate Water/Sewer Bonds, then your securities will not be placed into an election account, and your securities will not be restricted from trading.

Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroitdetroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

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VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your [Name of Class] Claims against the City have been placed in [Class Number] under the Plan. If you hold multiple Claims within [Class Number] under the Plan, you will receive a separate Ballot for each such Claim. Each Ballot you receive is for voting only your Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting the [Bond Series]. [CUSIP]. Claims in [Class Number] under the Plan.

If you hold more than one <u>CUSIP of [Bond Series] Claim in [Class Number] securities</u>, you <u>must_may</u> vote <u>each Claim to accept or reject the plan in the same manner.</u> If you vote multiple Claims in [Class Number], and each vote is not the same for each Claim in [Class Number], your Ballots will not be <u>counted as having been cast_differently for each respective CUSIP.</u> All votes cast by you with respect to any particular CUSIP, however, must be the same.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

2. In the boxes provided in Item 2 of the Beneficial-Ballot, please indicate your electionwhether you elect to receive either New GLWA/DWSD Bonds or New Existing Rate GLWA/DWSD Water/Sewer Bonds. This election applies whether you vote to accept or vote to reject the Plan. If you check both boxes, or neither box or attempt to elect different treatment among your [Class no.] Claims in Item 2, this Beneficial_this Ballot will count as an election not to receive New GLWA/DWSD Existing Rate Water/Sewer Bonds.

If you hold more than one CUSIP of [Bond Series] securities, you are permitted to make a different election for each CUSIP. All elections made by you with respect to a single CUSIP, however, must be the same for such CUSIP. If you attempt to split your election with respect to a single CUSIP, your Ballot will count as an election not to receive New Existing Rate Water/Sewer Bonds with respect to such CUSIP.

If you elect to receive New Existing Rate Water/Sewer Bonds, you are electing to irrevocably waive any and all rights to object to the Plan on any grounds, and any such objection may be disregarded by the Bankruptcy Court solely on the basis of such election.

- 3. Please complete Item 3 of the Ballot.
- 4. Sign, date and return the Ballot to:

Detroit Ballot Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245
1290 Avenue of the Americas, 9th Floor
New York, New York 10104

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

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- 5. If you also (a) hold Claims in other Classes or sub-Classes or (b) hold securities with a CUSIP different than the CUSIP identified in this Ballot, you will receive a separate ballot for account of each such Claim or each such security. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder ballot.
- 6. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 7. If you were not a Holder of one of more [Bond Series] Claims securities, [CUSIP] as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfodetroitinfo@kccllc.com.

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST. IF NEITHER BOX IS CHECKED, OR BOTH BOXES ARE CHECKED, IN ITEM 2, THIS BALLOT WILL COUNT AS AN ELECTION NOT TO RECEIVE NEW GLWA/DWSDEXISTING RATE WATER/SEWER IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST. Item 1. Class Vote. The undersigned, the Holder as of April 14, 2014, of the [Bond Series]. [CUSIP]. Claim in [Class Number] of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check one box): ☐ **ACCEPT** the Plan. □ **REJECT** the Plan. If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties. Creditor: Claim Amount: \$ Principal Amount of [Bond Series] Securities, [CUSIP] Held: \$ Item 2. Bond Election. If the Bankruptcy Court approves the Plan, the undersigned elects to RECEIVE receive New Existing Rate Water/Sewer Bonds with respect to [Bond Series] securities, [CUSIP] (check one box): New Existing Rate GLWA Bonds or New GLWA Bonds or **New Existing Rate DWSD** YESNew DWSD Bonds **Bonds**NO If you elect to receive New Existing Rate Water/Sewer Bonds, your [Bond Series] securities, [CUSIP], must be "tendered" into an election account established at the Depository Trust Company (the "DTC"). Such securities may not be withdrawn from the election account after they have been tendered to the election account. Once such securities have been tendered, no further trading will be permitted in the securities held in the election account. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all securities held in the election account to be credited to your account. If you do not elect to receive New Existing Rate Water/Sewer Bonds, then your securities will not be placed into an election account, and your securities will not be restricted from trading. If you elect to receive New Existing Rate Water/Sewer Bonds, you are electing to irrevocably waive any and all rights to object to the Plan on any grounds, and any such objection may be disregarded by the

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Bankruptcy Court solely on the basis of such election.

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE CHI-1921366v34 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 190 of 288

Item 3. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the [Bond Series]_[CUSIP]. Claims in [Class No.] to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- <u>iv.</u> <u>understands that an election to receive New Existing Rate Water/Sewer Bonds constitutes an</u> <u>irrevocable waiver of any and all rights to object to the Plan on any grounds, and that any such objection may be disregarded by the Bankruptcy Court solely on the basis of such election; and</u>
- understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Socurity or Endered Toy I.D. No. (ontional)
Social Security or Federal Tax I.D. No. (optional)
Signature
2-6
If by Authorized Agent, Name and Title
Name of Institution
Street Address
Sirect Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address
Email Address

CHI-1921366v<u>34</u> -7-P. **5.29.46** cour. Dog 2.462 Filed 0.4/0.2/1.4 Enter

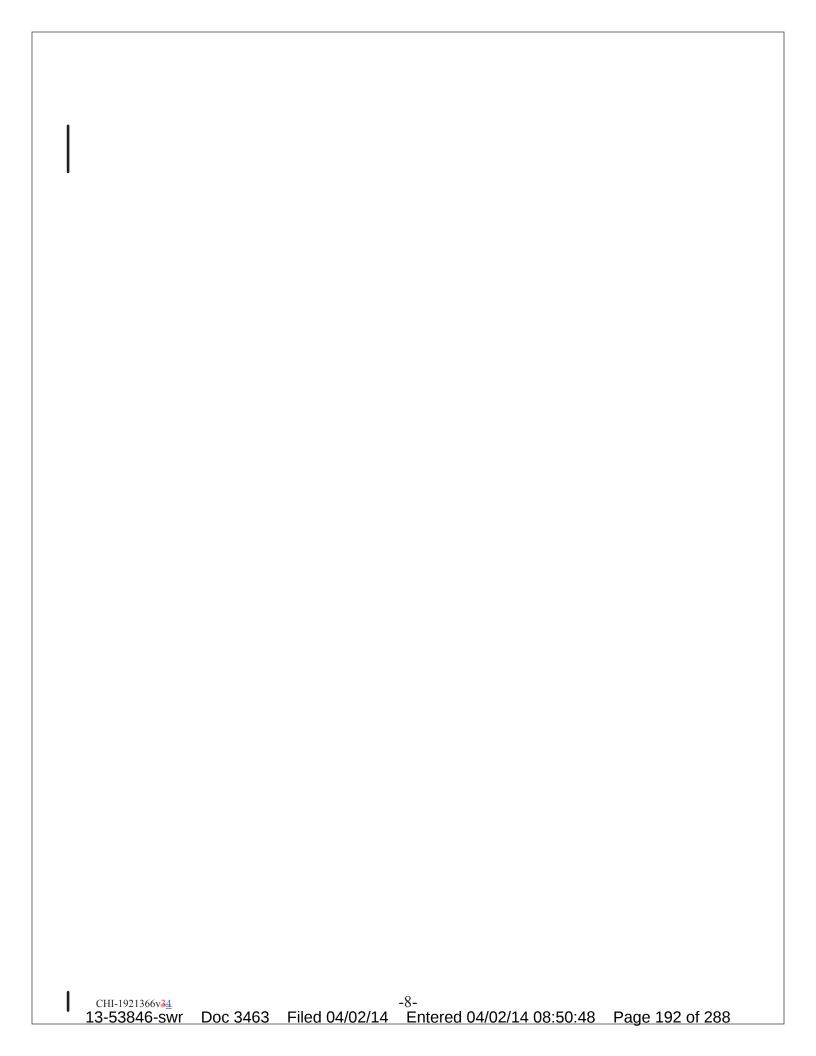


EXHIBIT 6DA.65 **Individual** Ballot for Classes 1E and 1F CHI-1921396v-34 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 193 of 288

Individual Ballot, Class [1E-1F] [Bond Series] Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X
In re		: Chapter 9
CITY OF DETR	OIT, MICHIGAN,	: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
		X
THE	BALLOT FOR ACCEPTI PLAN FOR THE ADJUSTMENT OF	NG OR REJECTING DEBTS OF THE CITY OF DETROIT
	CLASS: [NAM Series	
	THE "VOTING DEADLINE" TO PLAN IS 5:00 P.M. EASTERN TIM 2014	ACCEPT OR REJECT THE E ON JUNE 30,
CLASS — <u>NUMI</u> KURTZMAN CAR	BER]. PLEASE COMPLETE, SIGN AN	OND SERIES] CLAIMS, WHICH ARE CLAIMS IN ID DATE THE BALLOT AND RETURN IT TO LLOTING AGENT") SO THAT IT IS ACTUALLY
ENTITY OTHER T YOU HAVE QUES	THAN THE BALLOTING AGENT. PLE	CROIT, THE BANKRUPTCY COURT OR ANY EASE CONTACT THE BALLOTING AGENT IF SETURN INSTRUCTIONS. BALLOTS MAY NOT OR OTHER ELECTRONIC MEANS.
Adjustment of Debt. modified, the "Plan Plan for the Adjustr supplemented or mo No. 2984) (the "Sol pyprocedures regard ————————————————————————————————————	s of the City of Detroit (February 21 Marc ")¹ described in the accompanying Amenument of Debts of the City of Detroit (February). The odified, the "Disclosure Statement"). The licitation Procedures Order"), the Bankrug ding the solicitation and tabulation of vote 2014 (Docket No). By order dated proved the Disclosure Statement. Accord stance or rejection of the Plan according to fotion of the City of Detroit for Entry of a bulation of Votes to Accept or Reject Plan ation of the Plan of Adjustment (Docket N	and elections with respect to the Amended Plan for the ch 31, 2014) (as it may be amended, supplemented or ded Disclosure Statement with Respect to Amended wary 21 March 31, 2014) (as it may be amended, By order entered on March 11, 2014 (Docket of Disclosure Statement es on the Plan. By order datedentered on April [
Capitalized term	ns used in this Ballot and the attached inst	ructions that are not otherwise defined have the

meanings given to them in the Plan.

CHI-1921396v34

If you did not hold any **[Bond Series]** Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

Please use this Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroit_detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your [Name of Class]. [Bond Series] Claims against the City have been placed in [Class Number] under the Plan. If you hold multiple Claims within [Class Number] under the Plan, you will receive a separate Ballot for each such Claim. Each Ballot you receive is for voting only your Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting the [Bond Series] Claims in [Class Number] under the Plan.

If you hold <u>securities in</u> more than one [Bond Series] Claimbond series in [Class Number], you <u>must may</u> vote <u>each Claim to accept or reject the Plan in the same manner.</u> If you vote <u>multiple Claims in [Class Number]</u>, and each vote is not the same for each Claim in [Class Number], your Ballots will not be <u>counted as having been cast differently for each respective bond series.</u> All votes cast by you with respect to any particular bond series, however, must be the same.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. Please complete Item 2 of the Ballot.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

> 2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 5. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 6. If you were not a Holder of one or more [Bond Series] Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

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PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

I	Item 1. Class Vote.			April 14, 2014, of the [Bond Series] in the amount set forth below, votes to
		ACCEPT the Plan.		REJECT the Plan.
I	expungement, in not limited to, th	junction and release provisions of the provisions contained in Article	contained in the P e III.D, Article IV.	Incellation, discharge, exculpation, lan. Such provisions include, but are HG, Article IV.H and Article V.C of arding certain nondebtor parties.
I	Creditor:		Claim Amount: \$	
I	Creditor:			

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

Item 2. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the [Bond Series] Claim in [Class No.] to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

EXHIBIT 6DA.76 **Ballot for Class 5** CHI-1921114v4<u>5</u> 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 199 of 288

Ballot, Class 5 COP Swap Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	>	ζ.
In re	:	Chapter 9
CITY OF DETROIT, MICHIGA	N, :	Case No. 13-53846
Ι	Debtor. :	Hon. Steven W. Rhodes
	: XX	ζ

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 5: COP Swap Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON $\frac{}{}$ JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF COP SWAP CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)), WHICH ARE CLAIMS IN CLASS 5. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the Adjustment of Debts of the City of Detroit (February 21March 31, 2014) (as it may be amended, supplemented or modified, the "Plan") described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (February 21March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure Statement"). The By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved the Disclosure Statement byprocedures regarding the solicitation and tabulation of votes on the Plan. By order dated on April [________], 2014 (Docket No. ______). By order dated [_________] (Docket No. ______), the Bankruptcy Court authorized approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and accordance with the approved procedures in the Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures forset forth in the Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment (Docket No. _______)Order. You are receiving this Ballot because you are a Holder of one or more COP Swap Claims as of _________April 14, 2014 (the "Voting Record Date"), and accordingly, you are a Holder of one or more Class 5 Claims against the City, as defined in the Plan.

¹ Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any COP Swap Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

Please use this Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroit_detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

Any and all of your COP Swap Claims against the City have been placed in Class 5 under the Plan. If you hold multiple Claims within Class 5 under the Plan, you will receive a separate Ballot for each such Claim. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting COP Swap Claims in Class 5 under the Plan.

If you hold more than one COP Swap Claim in Class 5, you must vote each Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in Class 5 and the votes are not the same for each Claim in Class 5, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. Please complete Item 2 of the Ballot.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax, or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 5. The Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 6. If you were not a Holder of one or more COP Swap Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

1921114v<mark>45</mark>

<u>PLEASE READ THE VOTING INFORMATION AND</u> INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

	VALID OR COUNTED AS HAVING BEEN CAST.		
1	Item 1. Class Vote. The undersigned, the Holder as a against the City of Detroit, Michigan in Class 5 under		
	☐ ACCEPT the Plan.		REJECT the Plan.
I	If you vote to accept the Plan, you are voting to a expungement, injunction and release provisions not limited to, the provisions contained in Article the Plan. Such provisions may affect your rights	contained in the P e III.D, Article IV	Plan. Such provisions include, but are .HG, Article IV.HH and Article V.C of
	Creditor Name:	Claim Amount:	

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

Item 2. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the COP Swap Claim in Class 5 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- has not submitted any other Ballots for Class 5 that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

EXHIBIT 6DA.87 **Master Ballot for Class 7** CHI-1921150v45 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 205 of 288

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X
In re		: Chapter 9
CITY OF DETROIT, MICHIGA	AN,	: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
		: X

MASTER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 7: Limited Tax General Obligation Bond Claims
Series

THIS BALLOT (A "MASTER BALLOT") IS FOR YOU, AS A BANK, BROKER OR OTHER AGENT (A "NOMINEE"), TO TRANSMIT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") THE VOTES OF BENEFICIAL OWNERS OF [BOND SERIES] LIMITED TAX GENERAL OBLIGATION ("LTGO") CLAIMS (THE "BENEFICIAL HOLDERS"), WHICH ARE CLAIMS IN CLASS 7. PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT TO THE BALLOTING AGENT AT THE ADDRESS PROVIDED BELOW. MASTER BALLOTS MUST ACTUALLY BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE ABOVE. UNLESS THE TIME IS EXTENDED, MASTER BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

RETURN THIS MASTER BALLOT ONLY TO THE BALLOTING AGENT. DO NOT RETURN THIS MASTER BALLOT TO THE BANKRUPTCY COURT, THE CITY OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. MASTER BALLOTS AND BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

¹ Capitalized terms used in this Master Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

because you are a Nominee of Beneficial Holders of [Bond Series] LTGO Bond Claims as of April 14, 2014 (the "Voting Record Date").

Use this Master Ballot to cast votes to accept or reject the Plan in accordance with the beneficial ballots (each, a "Beneficial Ballot") cast by the Beneficial Holders of [Bond Series] LTGO Bond Claims.

As a Nominee, you must deliver the Solicitation Package,² including a Beneficial Ballot, to each Beneficial Holder of [Bond Series] LTGO Bond Claims. You must also take all actions needed for Beneficial Holders to timely complete and return their respective Beneficial Ballots, such that you can complete and deliver this Master Ballot so it is actually received by the Voting Deadline.

If you were not a Nominee with respect to [Bond Series] LTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877917) 298281-62364800 or via email at Detroitinfo@kccllc.com.

With respect to any complete Beneficial Ballots returned to you, you must:

- execute this Master Ballot to reflect the voting instructions given to you by the Beneficial Holders in the Beneficial Ballots for [Bond Series];
- ii. summarize the results of all votes cast by the Beneficial Holders on the Master Ballot;
- return the completed Master Ballot and copies of all Beneficial Ballots you receive to the Balloting Agent, such that all Master Ballots and Beneficial Ballots are actually received by the Voting Deadline; and
- iv. retain each original Beneficial Ballot you receive in your files for at least one year after the Voting Deadline.

Please return the completed Master Ballot and copies of the Beneficial Ballots to the Balloting Agent at the following address:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

> 2335 Alaska Avenue El Segundo, CA 90245

Master Ballots and Beneficial Ballots may not be submitted by facsimile, electronic mail or other electronic means.

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The "Solicitation Package" consists of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and all exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

- 1. In the boxes provided in Item 1 of the Master Ballot, please certify your authority to vote.
- 2. In the boxes provided in Item 2 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the votes of the Beneficial Holders of the LTGO Bond Series Claims in Class 7. Record the account number for each Beneficial Holder that returned a Beneficial Ballot, and the principal amount of claims voting to accept or reject the Plan. Please note that each Beneficial Holder must vote all claims held by such Beneficial Holder in Class 7 in the same manner; claims may not be split. Any Beneficial Ballot that does not indicate any vote to accept or reject the Plan, or indicates votes to both accept and reject the Plan, shall not be counted as having been cast.
- 3. In Item 3, please transcribe the information provided by each Beneficial Holder in Item 2 of the Beneficial Ballot relating to other Claims in Class 7 voted.
- 4. In Item 4, please complete the certifications for this Master Ballot, including the date and signature.
- 5. Return the complete, signed and dated Master Ballot, and copies of all Beneficial Ballots you receive, to the Balloting Agent so that they are <u>actually received</u> by the Voting Deadline. If a Master Ballot is received after the Voting Deadline, it will not be counted. Master Ballots submitted by email, fax or any other electronic method will not be accepted. Master Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Master Ballots received by the City, the Bankruptcy Court or an entity other than the Balloting Agent will not be valid and will not be counted as having been cast.
- 6. Retain the original Beneficial Ballots you received in your records for at least one year after the Voting Deadline.
- 7. If you are also a Nominee for Claims in other Classes, you will receive a separate Master Ballot for such Claims. You must complete and return each Master Ballot you receive to ensure that the votes of the Beneficial Holders will be counted with respect to each Class and Claim for which you are a Nominee.
- 8. The Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 9. If you were not a Nominee with respect to [Bond Series] LTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877917) 298281-62364800 or via email at Detroitinfo@kccllc.com.

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, 3 AND 4 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Certification of Authority to Vote. The undersigned certifies that as of April 14, 2014, the undersigned (please check applicable box):				
	☐ is a broker, bank or other agent for the Beneficial Holder of the aggregate principal amount of Bond Series LTGO Bond Claims in Class 7 listed in Item 2 below, and is the Nominee holder of such securities bonds as of the Voting Record Date;			
	☐ is acting under a power of attorney and/or agency (a copy of which is available upon request) granted by a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of [Bond Series] LTGO Bond Claims in Class 7 listed in Item 2 below; or			
	has been granted a proxy (an original of which is attached) from a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of Bond Series LTGO Bond Claims in Class 7 listed in Item 2 below, and accordingly has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Holder of the Bond Series LTGO Bond Claims in Class 7 listed in Item 2 below.			

Item 2. Transmittal of Votes. The undersigned transmits the following votes of Beneficial Holders of the **Beneficial** Holders of the **Beneficial** Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot casting such votes.

Your Account Number for Each Beneficial Holder Voting on the Plan	Principal Amount of Claims Voted to <u>ACCEPT</u> the Plan*	Principal Amount of Claims Voted to REJECT the Plan*
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

^{*} If the space provided is not sufficient, attach additional sheets in the same format

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

Item 3. Additional Ballots Submitted by Beneficial Holders. The undersigned certifies that the following information is a true and accurate schedule, on which the undersigned has transcribed all and any applicable information provided in Item 2 of each Beneficial Ballot received from a Beneficial Holder.

INFORMATION IN THIS SECTION IS TRANSCRIBED FROM ITEM 2 OF THE BENEFICIAL BALLOTS REGARDING OTHER BENEFICIAL BALLOTS CAST BY THE UNDERSIGNED'S BENEFICIAL HOLDERS IN RESPECT OF CLAIMS IN CLASS 7

Your Account	Transcribe from Item 2 of the Beneficial Ballot*				
Number for Each Beneficial Holder Who Completed Item 2 of their Beneficial Ballot	Account Number of Other Bond Claims in Class 7	Name of Other Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

^{*}If space provided is insufficient, attach additional sheets in the same format.

PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE

Item 4. Certifications. By signing this Master Ballot, the undersigned certifies that the undersigned:

- provided each Beneficial Holder with all materials in the Solicitation Package and a Beneficial Ballot for voting their Class 7 [Bond Series] LTGO Bond Claims;
- 2. received a completed and signed Beneficial Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
- 3. has full power and authority to vote to transmit the votes to accept or reject the Plan;
- 4. properly disclosed (a) the number of Beneficial Holders who completed Beneficial Ballots; (b) the respective amounts of the [Bond Series]-LTGO Bond Claims in Class 7 held by each Beneficial Holder that completed a Beneficial Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; and (d) the customer account or other identification number for each such Beneficial Holder; and
- 5. received from each such Beneficial Holder a certification that each such Beneficial Holder is eligible to vote on the Plan.

Name of Nominee
Participant Number
Signature
If by Authorized Agent, Name and Title
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

1						
١			EXHIE	BIT 6 D A.98		
				allot for Class 7		
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Beneficial Holder Ballot, Class 7 LTGO Bond Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X
In re		Chapter 9
CITY OF DETROIT, MICHIGA	AN,	Case No. 13-53846
	Debtor.	Hon. Steven W. Rhodes
	: :	: X

BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT, MICHIGAN

CLASS 7: Limited Tax General Obligation Bond Claims

Series [

THIS BALLOT (A "BENEFICIAL BALLOT") IS TO BE USED BY BENEFICIAL OWNERS OF **[BOND SERIES]**-LIMITED TAX GENERAL OBLIGATION ("LTGO") BOND CLAIMS IN CLASS 7 (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO THE BANK, BROKER OR OTHER AGENT THAT HOLDS YOUR BONDS (THE "NOMINEE") BY THE DATE SET BY YOUR NOMINEE. A TIMELY RETURN OF THE BENEFICIAL BALLOT IS NECESSARY SO THE NOMINEE CAN COMPLETE AND RETURN A MASTER BALLOT (THE "MASTER BALLOT") BY THE VOTING DEADLINE ABOVE.

RETURN THIS BENEFICIAL BALLOT ONLY TO YOUR NOMINEE. DO NOT RETURN THE BENEFICIAL BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT, KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") OR ANY ENTITY OTHER THAN YOUR NOMINEE. PLEASE CONTACT YOUR NOMINEE IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BENEFICIAL BALLOT OR IF YOU HAVE QUESTIONS ABOUT THE NOMINEE'S RETURN INSTRUCTIONS. BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the Amended Plan for the Adjustment of Debts of the City of Detroit (February 21 March 31, 2014) (as it may be amended, supplemented or modified, the "Plan") described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (February 21 March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure Statement"). The By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved the Disclosure Statement by procedures regarding the solicitation and tabulation of votes on the Plan. By order dated entered on April [________], 2014 (Docket No. ______). By order dated [_________] (Docket No. _______), the Bankruptcy Court authorized approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and in accordance with the approved procedures in the Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures forset forth in the

¹ Capitalized terms used in this Beneficial Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment (Docket No. ____)Order. You are receiving this Beneficial Ballot because you are a Beneficial Holder of [Bond Series]LTGO bonds as of [______]April 14, 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a Class 7 LTGO Bond Claim against the City, as defined in the Plan.

If you were not a Beneficial Holder of [Bond Series] LTGO bonds as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

Please use this Beneficial Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroitdetroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Beneficial Ballot in accordance with the voting information and instructions provided below. You must complete your Beneficial Ballot and return it to your Nominee, leaving the Nominee sufficient time to prepare a Master Ballot that includes your vote and to deliver that Master Ballot to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. Beneficial Ballots should not be sent to the City or the Bankruptcy Court.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Beneficial Ballot, please indicate your vote to accept or reject the Plan.

All of your LTGO Bond Claims against the City have been placed in Class 7 under the Plan. If you hold multiple Claims within Class 7 under the Plan, you will receive a separate Beneficial Ballot for each such Claim. Each Beneficial Ballot you receive is for voting only your Claim described on the Beneficial Ballot. Please complete and return each Beneficial Ballot you receive. The attached Beneficial Ballot is designated only for voting the Bond Series LTGO Bond Claims in Class 7 under the Plan.

If you hold more than one [Bond Series] LTGO Bond Claim in Class 7, you must vote each Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in Class 7, and each vote is not the same for each Claim in Class 7, your Beneficial Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- In Item 2 of the Beneficial Ballot, please either (a) certify that this Beneficial Ballot is the only Beneficial 2. Ballot you submit for LTGO Bond Claims in Class 7; or (b) complete the chart in Item 2 and certify that in such chart you disclosed all applicable account numbers and Nominees for any and all Beneficial Ballots you submit for LTGO Bond Claims in Class 7.
- Please complete Item 3 of the Beneficial Ballot. 3.
- 4. Sign, date and return the Beneficial Ballot according to the instructions given by your Nominee such that the Nominee has sufficient time to prepare a Master Ballot including your vote. The Nominee must deliver the Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent directly to the Balloting Agent, the City, the Bankruptcy Court or any entity other than your Nominee. Any Beneficial Ballots received by the Balloting Agent, the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.
- If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must 5. complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- This Beneficial Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a 6.
- If you were not a Beneficial Holder of **Bond Series** LTGO bonds as of the Voting Record Date or you 7. believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

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PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2 AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE

VALID OR COUNTED AS HAVING BEEN	CAST.
9 ,	eneficial Holder as of April 14, 2014, of the Bond the Plan against the City of Detroit, Michigan, and in the amount set
☐ ACCEPT the Plan.	☐ REJECT the Plan.
expungement, injunction and release pro not limited to, the provisions contained i	oting to approve certain cancellation, discharge, exculpation, ovisions contained in the Plan. Such provisions include, but are in Article III.D, Article IV.HG, Article IV.HH and Article V.C of ur rights and interests regarding certain nondebtor parties.
Creditor:	Claim Amount: \$

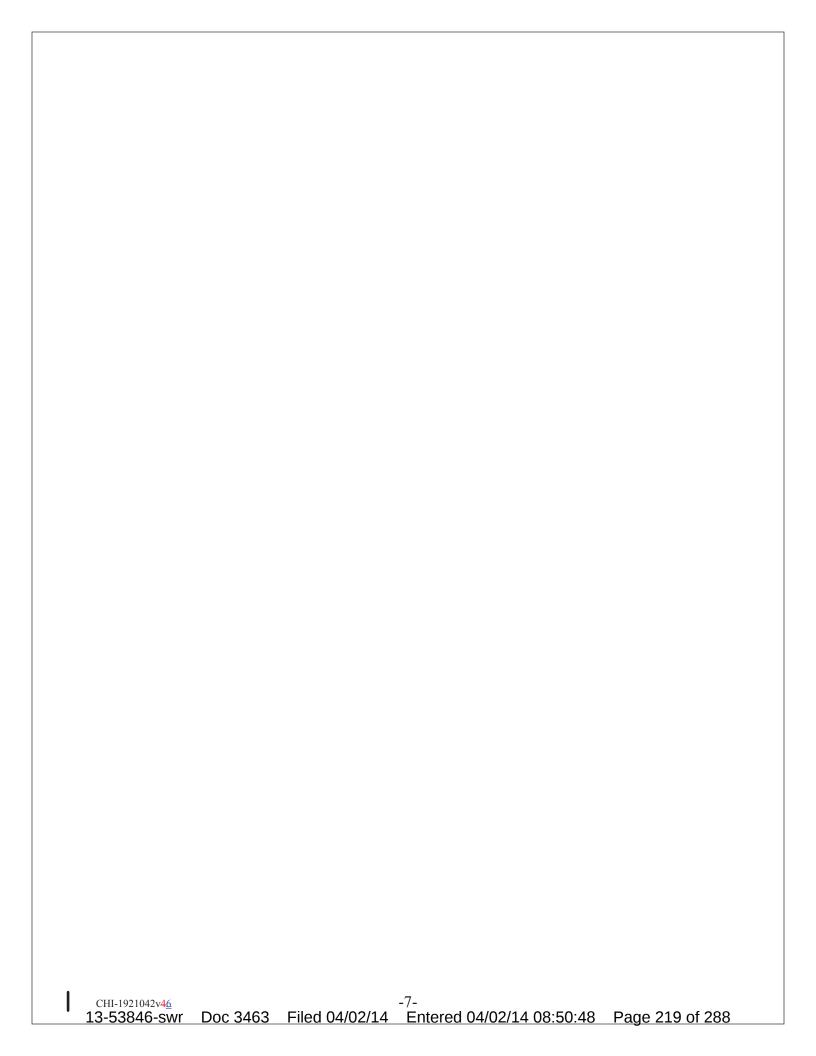
PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

☐ This is the only Beneficial Ballot submitted by the undersigned for Claims in Class 7.			The completed chart discloses all account numbers, Nominees and applicable bond information for any and all Beneficial Ballots the undersigned submitted for Claims in Class 7.		
COMPLETE T	HIS CHART ONLY IF Y	OU HAVE SUBMIT	TED OTHER BALLO	ΓS IN CLASS 7*	
Account Number of Other Bond Claims in Class 7	Name of Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)	
If the space provided	l is not sufficient, attach a	additional sheets in the	same format		
	PLEASE CONTINU	UE TO ITEM 3 ON T	THE NEXT PAGE		

Item 3. Certifications. By signing this Beneficial Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the [Bond Series] LTGO Bond Claims in Class 7 to which this Beneficial Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Beneficial Ballots (including any such ballots listed in Item 2 above) that are inconsistent with the vote to accept or reject the Plan set forth in this Beneficial Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Beneficial Ballot;
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan; and
- v. gives consent to any applicable Nominee to submit a Master Ballot reflecting the votes executed on this Beneficial Ballot to the Balloting Agent.

Name
Social Security or Federal Tax I.D. No. (optional)
Social Security of Federal Fax 1.5. 140. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address



1						
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	Individual Ballot for Class 7					
	1					
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Individual Ballot, Class 7 LTGO Bond Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	X	
In re	:	Chapter 9
CITY OF DETROIT, MICHIGAN	i.	Case No. 13-53846
Ω	Debtor. :	Hon. Steven W. Rhodes
	: X	

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 7: Limited Tax General Obligation Bond Claims

Series [

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF [BOND SERIES] LIMITED TAX GENERAL OBLIGATION ("LTGO") BOND CLAIMS, WHICH ARE CLAIMS IN CLASS 7. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections—with respect to the Adjustment of Debts of the City of Detroit (February 21 March 31, 2014) (as it may be amended, supplemented or modified, the "Plan") described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (February 21 March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure Statement"). The By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved the Disclosure Statement byprocedures regarding the solicitation and tabulation of votes on the Plan. By order dated entered on April [_________], 2014 (Docket No. _______). By order dated [__________] (Docket No. ________), the Bankruptcy Court authorized approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and accordance with the approved procedures in the Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures for set forth in the Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment (Docket No. _______)Order. You are receiving this Ballot because you are Holder of Bond Series LTGO bonds as of ________ April 14, 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a Class 7 Claim against the City, as defined in the Plan.

CHI-1921403v4<u>6</u>

¹ Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any [Bond Series] Claims LTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@etroitinfo@kccllc.com.

Please use this Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroitdetroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your LTGO Bond Claims against the City have been placed in Class 7 under the Plan. If you hold multiple LTGO Bond Claims within Class 7 under the Plan, you will receive a separate Ballot for each such Claim. Each Ballot you receive is for voting only your LTGO Bond Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting the [Bond Series] LTGO Bond Claims in Class 7 under the Plan.

If you hold more than one [Bond Series] LTGO Bond Claim in Class 7, you must vote each LTGO Bond Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in Class 7, and each vote is not the same for each Claim in Class 7, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. Please complete Item 2 of the Ballot.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center
c/o KCC

1290 Avenue of the Americas, 9th Floor
New York, New York 10104

2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 5. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 6. If you were not a Holder of [Bond Series] LTGO Bond Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

CHI-1921403v4<u>6</u> 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 223 of 288

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

	e Holder as of April 14, 2014, of the Bond Series against the City of Detroit, Michigan in the amount set forth below, vote
☐ ACCEPT the Plan.	☐ REJECT the Plan.
If you vote to accept the Plan, you ar	e voting to approve certain cancellation, discharge, exculpation,
expungement, injunction and release not limited to, the provisions contain	e provisions contained in the Plan. Such provisions include, but are ed in Article III.D, Article IV.HG, Article IV.HH and Article V.C of t your rights and interests regarding certain nondebtor parties.

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

Item 2. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the [Bond Series] LTGO Bond Claim in Class 7 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan for such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Cionativa
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
Street Padress
City, State, Zip Code
Telephone Number
Date Completed
Email Address

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'				llot for Class 8	
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UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X
In re		: Chapter 9
CITY OF DETROIT, MICHIGA	AN,	: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
		X

MASTER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 8: Unlimited Tax General Obligation Bond Claims
Series

THIS BALLOT (A "MASTER BALLOT") IS FOR YOU, AS A BANK, BROKER OR OTHER AGENT (A "NOMINEE"), TO TRANSMIT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") THE VOTES OF BENEFICIAL OWNERS OF [BOND SERIES] UNLIMITED TAX GENERAL OBLIGATION ("UTGO") BOND CLAIMS (THE "BENEFICIAL HOLDERS"), WHICH ARE CLAIMS IN CLASS 8 UNDER THE PLAN. PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT TO THE BALLOTING AGENT AT THE ADDRESS PROVIDED BELOW. MASTER BALLOTS MUST ACTUALLY BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE ABOVE. UNLESS THE TIME IS EXTENDED, MASTER BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

RETURN THIS MASTER BALLOT ONLY TO THE BALLOTING AGENT. DO NOT RETURN THIS MASTER BALLOT TO THE BANKRUPTCY COURT, THE CITY OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. MASTER BALLOTS AND BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

Capitalized terms used in this <u>Master</u> Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan (as defined above).

Related to Confirmation of the Plan of Adjustment (Docket No. ____)Order. You are receiving this Master Ballot because you are a Nominee of Beneficial Holders of [Bond Series] UTGO Bond Claims as of [_____]April 14, 2014 (the "Voting Record Date").

Use this Master Ballot to cast votes to accept or reject the Plan in accordance with the Beneficial Ballots (each, a "Beneficial Ballot") cast by the Beneficial Holders of [Bond Series] UTGO Bond Claims.

As a Nominee, you must deliver the Solicitation Package,² including a Beneficial Ballot, to each Beneficial Holder of [Bond Series]-UTGO Claims. You must also take all actions needed for Beneficial Holders to timely complete and return their respective Beneficial Ballots, such that you can complete and deliver this Master Ballot so it is actually received by the Voting Deadline.

If you were not a Nominee with respect to [Bond Series] UTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877917) 298281-62364800 or via email at Detroitinfo@kccllc.com.

With respect to any complete Beneficial Ballots returned to you, you must:

- i. execute this Master Ballot to reflect the voting instructions given to you by the Beneficial Holders in the Beneficial Ballots for LUTGO Bond Series-Claims;
- ii. summarize the results of all votes cast by the Beneficial Holders on the Master Ballot;
- iii. return the completed Master Ballot and copies of all Beneficial Ballots you receive to the Balloting Agent, such that all Master Ballots and Beneficial Ballots are actually received by the Voting Deadline; and
- iv. retain each original Beneficial Ballot you receive in your files for at least one year after the Voting Deadline.

Please return the completed Master Ballot and copies of the Beneficial Ballots to the Balloting Agent at the following address:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

> 2335 Alaska Avenue El Segundo, CA 90245

Master Ballots and Beneficial Ballots may not be submitted by facsimile, electronic mail or other electronic means.

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The "Solicitation Package" consists of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

- 1. In the boxes provided in Item 1 of the Master Ballot, please certify your authority to vote.
- 2. In the boxes provided in Item 2 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the votes of the Beneficial Holders of the [Bond Series] UTGO Bond Claims in Class 8. Record the account number for each Beneficial Holder that returned a Beneficial Ballot, and the principal amount of UTGO Bond Claims voting to accept or reject the Plan. Please note that each Beneficial Holder must vote all claims held by such Beneficial Holder in Class 8 in the same manner; claims may not be split. Any Beneficial Ballot that does not indicate any vote to accept or reject the Plan, or indicates votes to both accept and reject the Plan, shall not be counted as having been cast.
- 3. In Item 3, please transcribe the information provided by each Beneficial Holder in Item 2 of the Beneficial Ballot relating to other UTGO Bond Claims in Class 8 voted.
- 4. In Item 4, please complete the certifications for this Master Ballot, including the date and signature.
- 5. Return the complete, signed and dated Master Ballot, and copies of all Beneficial Ballots you receive, to the Balloting Agent so that they are <u>actually received</u> by the Voting Deadline. If a Master Ballot is received after the Voting Deadline, it will not be counted. Master Ballots submitted by email, fax or any other electronic method will not be accepted. Master Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Master Ballots received by the City, the Bankruptcy Court or an entity other than the Balloting Agent will not be valid and will not be counted as having been cast.
- 6. Retain the original Beneficial Ballots you received in your records for at least one year after the Voting Deadline.
- 7. If you are also a Nominee for Claims in other Classes, you will receive a separate Master Ballot for such Claims. You must complete and return each Master Ballot you receive to ensure that the votes and elections of the Beneficial Holders will be counted with respect to each Class and Claim for which you are a Nominee.
- 8. The Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 9. If you were not a Nominee with respect to [Bond Series] UTGO bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877917) 298281-62364800 or via email at Detroitinfodetroitinfo@kccllc.com.

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, 3 AND 4 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

1. Certification of Authority to Vote. The undersigned certifies that as of April 14, the undersigned (please check applicable box):
☐ is a broker, bank or other agent for the Beneficial Holder of the aggregate principal amount of Bond Series UTGO Bond Claims in Class 8 listed in Item 2 below, and is the Nominee holder of such securities as of the Voting Record Date.
☐ is acting under a power of attorney and/or agency (a copy of which is available upon request) granted by a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of [Bond Series] UTGO Bond Claims in Class 8 listed in Item 2 below; or
□ has been granted a proxy (an original of which is attached) from a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of [Bond Series] UTGO Bond Claims in Class 8 listed in Item 2 below, and accordingly has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Holder of the [Bond Series] UTGO Bond Claims in Class 8 listed in Item 2 below.

Item 2. Transmittal of Votes. The undersigned transmits the following votes of Beneficial Holders of the **Beneficial** Holders of the **Beneficial** Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot casting such votes.

Your Account Number for Each Beneficial Holder Voting on the Plan	Principal Amount of Claims Voted to <u>ACCEPT</u> the Plan*	Principal Amount of Claims Voted to REJECT the Plan*
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

^{*} If the space provided is not sufficient, attach additional sheets in the same format

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

Item 3. Additional Ballots Submitted by Beneficial Holders. The undersigned certifies that the following information is a true and accurate schedule, on which the undersigned has transcribed all and any applicable information provided in Item 2 of each Beneficial Ballot received from a Beneficial Holder.

INFORMATION IN THIS SECTION IS TRANSCRIBED FROM ITEM 2 OF THE BENEFICIAL BALLOTS REGARDING OTHER BENEFICIAL BALLOTS CAST BY THE UNDERSIGNED'S BENEFICIAL HOLDERS IN RESPECT OF CLAIMS IN CLASS 8

Your Account	Transcribe from Item 2 of the Beneficial Ballot*				
Number for Each Beneficial Holder Who Completed Item 2 of their Beneficial Ballot	Account Number of Other Bond Claims in Class 8	Name of Other Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

^{*}If space provided is insufficient, attach additional sheets in the same format.

PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE

Item 4. Certifications. By signing this Master Ballot, the undersigned certifies that the undersigned:

- provided each Beneficial Holder with all materials in the Solicitation Package and a Beneficial Ballot for voting their Class 8 [Bond Series] UTGO Bond Claims;
- 2. received a completed and signed Beneficial Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
- 3. has full power and authority to vote to transmit the votes to accept or reject the Plan;
- 4. properly disclosed (a) the number of Beneficial Holders who completed Beneficial Ballots; (b) the respective amounts of the [Bond Series]-UTGO Bond Claims in Class 8 held by each Beneficial Holder that completed a Beneficial Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; and (d) the customer account or other identification number for each such Beneficial Holder; and
- 5. received from each such Beneficial Holder a certification that each such Beneficial Holder is eligible to vote on the Plan.

Name of Nominee
Participant Number
Signature
If by Authorized Agent, Name and Title
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

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'					
1			EXHIB	BIT 6 D A.12	
			Beneficial B	allot for Class 8	
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Beneficial Holder Ballot, Class 8 UTGO Bond Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

		X
In re		: Chapter 9
CITY OF DETROIT, MICHIGA	AN,	: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
	: ::	: X

BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT, MICHIGAN

CLASS 8: Unlimited Tax General Obligation Bond Claims

Series [______]

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON $_$ JUNE 30, 2014

THIS BALLOT (A "BENEFICIAL BALLOT") IS TO BE USED BY BENEFICIAL OWNERS OF **[BOND SERIES]**-UNLIMITED TAX GENERAL OBLIGATION ("UTGO") BOND CLAIMS IN CLASS 8 (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO YOUR BANK, BROKER OR OTHER AGENT THAT HOLDS YOUR BONDS (THE "NOMINEE") BY THE DATE SET BY YOUR NOMINEE. A TIMELY RETURN OF THE BENEFICIAL BALLOT IS NECESSARY SO THE NOMINEE CAN COMPLETE AND RETURN A MASTER BALLOT (THE "MASTER BALLOT") BY THE VOTING DEADLINE ABOVE.

RETURN THIS BENEFICIAL BALLOT ONLY TO YOUR NOMINEE. DO NOT RETURN THE BENEFICIAL BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT, KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") OR ANY ENTITY OTHER THAN YOUR NOMINEE. PLEASE CONTACT YOUR NOMINEE IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BENEFICIAL BALLOT, OR IF YOU HAVE QUESTIONS ABOUT THE NOMINEE'S RETURN INSTRUCTIONS. BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the Amended Plan for the Adjustment of Debts of the City of Detroit (February 21 March 31, 2014) (as it may be amended, supplemented or modified, the "Plan") described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (February 21 March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure Statement"). The By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved the Disclosure Statement by procedures regarding the solicitation and tabulation of votes on the Plan. By order dated entered on April [________], 2014 (Docket No. ______). By order dated [_________] (Docket No. _______), the Bankruptcy Court authorized approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and in accordance with the approved procedures in the Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures forset forth in the

¹ Capitalized terms used in this Beneficial Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment (Docket No. ____)Order. You are receiving this Beneficial Ballot because you are a Beneficial Holder of [Bond Series]UTGO bonds as of [_____]April 14, 2014 (the "Voting Record Date"), and accordingly you are a Holder of a Class 8 UTGO Bond Claim against the City, as defined in the Plan.

If you were not a Beneficial Holder of [Bond Series] UTGO Bonds as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

Please use this Beneficial Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroitdetroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Beneficial Ballot in accordance with the voting information and instructions provided below. You must complete your ballot and return it to your Nominee, leaving the Nominee sufficient time to prepare a Master Ballot that includes your vote and to deliver that Master Ballot to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. Beneficial Ballots should not be sent to the City or the Bankruptcy Court.

CHI-1921044v4<u>6</u> L3-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 235 of 288

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Beneficial Ballot, please indicate your vote to accept or reject the Plan.

All of your UTGO Bond Claims against the City have been placed in Class 8 under the Plan. If you hold multiple Claims within Class 8 under the Plan, you will receive a separate Beneficial Ballot for each such UTGO Bond Claim. Each Beneficial Ballot you receive is for voting only your UTGO Bond Claim described on the Beneficial Ballot. Please complete and return each Beneficial Ballot you receive. The attached Beneficial Ballot is designated only for voting the Bond Series UTGO Bond Claims in Class 8 under the Plan.

If you hold more than one [Bond Series] UTGO Bond Claim in Class 8, you must vote each UTGO Bond Claim to accept or reject the Plan in the same manner. If you vote multiple UTGO Bond Claims in Class 8, and each vote is not the same for each UTGO Bond Claim in Class 8, your Beneficial Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. In Item 2 of the Beneficial Ballot, please either (a) certify that this Beneficial Ballot is the only Beneficial Ballot you submit for UTGO Bond Claims in Class 8; or (b) complete the chart in Item 2 and certify that in such chart you disclosed all applicable account numbers and Nominees for any and all Beneficial Ballots you submit for UTGO Bond Claims in Class 8.
- 3. Please complete Item 3 of the Beneficial Ballot.
- 4. Sign, date and return the Beneficial Ballot according to the instructions given by your Nominee such that the Nominee has sufficient time to prepare a Master Ballot including your vote. The Nominee must deliver the Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent directly to the Balloting Agent, the City, the Bankruptcy Court or any entity other than your Nominee. Any Beneficial Ballots received by the Balloting Agent, the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.
- 5. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each such ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 6. This Beneficial Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 7. If you were not a Beneficial Holder of [Bond Series] UTGO bonds as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

CHI-1921044v4<u>6</u>

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2 AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

VALID OR COUNTED AS	S HAVING BEEN CAST.		
	ns in Class 8 under the Pla		April 14, 2014, of the Bond Detroit, Michigan, and in the amount set
	EPT the Plan.		REJECT the Plan.
expungement, injunct not limited to, the pro	ion and release provision visions contained in Arti	s contained in the P cle III.D, Article IV.	ncellation, discharge, exculpation, lan. Such provisions include, but are HG, Article IV.H and Article V.C of arding certain nondebtor parties.
Creditor:		Claim Amount: \$	

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

Item 2. Certific certifies that: (c			aims in Class 8 Held in	n Additional Accounts.	The undersigned
☐ This is the only Beneficial Ballot submitted by the undersigned for UTGO Bond Claims in Class 8.		d for	The completed chart of all account numbers, I and applicable bond in for any and all Benefi Ballots the undersigned submitted for UTGO Claims in Class 8.	Nominees nformation cial ed	
COMPLI	ETE TI	HIS CHART ONLY IF	YOU HAVE SUBMIT	TED OTHER BALLOT	TS IN CLASS 8*
Account Num	ber	Name of	CUSID Number	Sarias Number	Principal Amoun

Account Number of Other Bond Claims in Class 8	Name of Nominee or Other Registered Holder	CUSIP Number of Other Bonds	Series Number of Other Bonds	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

^{*} If the space provided is not sufficient, attach additional sheets in the same format

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

Item 3. Certifications. By signing this Beneficial Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the [Bond Series]-UTGO Bond Claims in Class 8 to which this Beneficial Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- has not submitted any other Beneficial Ballots (including any such ballots listed in Item 2 above) that are inconsistent with the vote to accept or reject the Plan set forth in this Beneficial Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Beneficial Ballot;
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan; and
- v. gives consent to any applicable Nominee to submit a Master Ballot reflecting the votes executed on this Beneficial Ballot to the Balloting Agent.

Name
Social Security or Federal Tax I.D. No. (optional)
Social Security of Federal Fax 1.5. 140. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

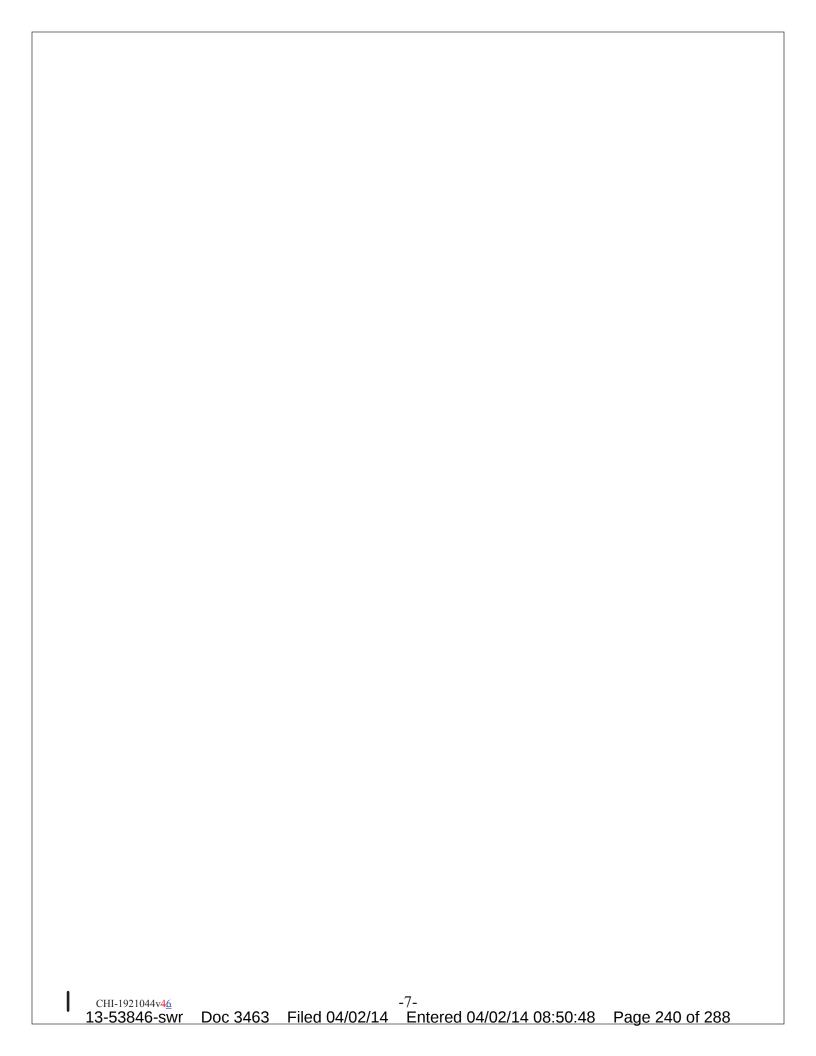


EXHIBIT 6DA.13 **Individual Ballot for Class 8** CHI-1921408v-35 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 241 of 288

Individual Ballot, Class 8 UTGO Bond Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	X			
In re	Chapter 9			
CITY OF DETROIT, MICHIGAN,	: Case No. 13-53846			
Debtor.	Hon. Steven W. Rhodes			
	X			
BALLOT FOR ACCEPTING THE PLAN FOR THE ADJUSTMENT OF DI				
CLASS 8: Unlimited Tax General Series [
THE "VOTING DEADLINE" TO A PLAN IS 5:00 P.M. EASTERN TIME (2014				
THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF BOND SERIES UNLIMITED TAX GENERAL OBLIGATION ("UTGO") BOND CLAIMS, WHICH ARE CLAIMS IN CLASS 8. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.				
DO NOT RETURN THE BALLOT TO THE CITY OF DETROENTITY OTHER THAN THE BALLOTING AGENT. PLEASYOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR TABOUT THE RETURN INSTRUCTIONS.	SE CONTACT THE BALLOTING AGENT IF			
The City of Detroit, Michigan (the "City") is soliciting votes and Adjustment of Debts of the City of Detroit (February 21 March 21 modified, the "Plan") described in the accompanying Amended Plan for the Adjustment of Debts of the City of Detroit (February 21 March 22 supplemented or modified, the "Disclosure Statement"). The By No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy byprocedures regarding the solicitation and tabulation of votes of the City of Detroit (Pocket No). By order dated [Court authorized approved the Disclosure Statement. According respect to the acceptance or rejection of the Plan according to the procedures in the Motion of the City of Detroit for Entry of an Court authorized to Confirmation of the Plan of Adjustment (Docket No. you are Holder of [Bond Series] UTGO bonds as of [and accordingly, you are a Holder of a Class 8 Claim against the	31, 2014) (as it may be amended, supplemented or LDisclosure Statement with Respect to Amended by 21 March 31, 2014) (as it may be amended, order entered on March 11, 2014 (Docket by Court approved the Disclosure Statement on the Plan. By order datedentered on April] (Docket No), the Bankruptcy gly, the City is authorized to solicit votes with the conditions and in accordance with the approved Drder (I) Establishing Procedures forset forth in the Gadjustment, and (II) Approving Notice Procedures)Order. You are receiving this Ballot because, 2014 (the "Voting Record Date"),			

CHI-1921408v35

¹ Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any [Bond Series]-UTGO Bond Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@etroitinfo@kccllc.com.

Please use this Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroitdetroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1921408v<u>35</u> 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 243 of 288

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your UTGO Bond Claims against the City have been placed in Class 8 under the Plan. If you hold multiple UTGO Bond Claims within Class 8 under the Plan, you will receive a separate Ballot for each such UTGO Bond Claim. Each Ballot you receive is for voting only your UTGO Bond Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting the [Bond Series] UTGO Bond Claims in Class 8 under the Plan.

If you hold more than one [Bond Series] UTGO Bond Claim in Class 8, you must vote each UTGO Bond Claim to accept or reject the Plan in the same manner. If you vote multiple UTGO Bond Claims in Class 8, and each vote is not the same for each UTGO Bond Claim in Class 8, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. Please complete Item 2 of the Ballot.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 1290 Avenue of the Americas, 9th Floor New York, New York 10104

> 2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 5. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 6. If you were not a Holder of one or more [Bond Series]-UTGO Bond Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfodetroitinfo@kccllc.com.

CHI-1921408v35 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 244 of 288

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE

Item 1. Class Vote. The undersigned, the Holder as of April 14, 2014, of the Bond Series UTGO Bond Claims in Class 8 of the Plan against the City of Detroit, Michigan in the amount set forth below, votes to (check one box):					
□ ACCEI	PT the Plan.	☐ REJECT the Plan.			
	Plan you are voting to a	annuova aartain aanaallatian disaharga avaulnatian			
expungement, injunction not limited to, the provis	n and release provisions of sions contained in Article	approve certain cancellation, discharge, exculpation, contained in the Plan. Such provisions include, but a e III.D, Article IV.HG, Article IV.HH and Article V.C as and interests regarding certain nondebtor parties.			

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

Item 3. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the [Bond Series] UTGO Bond Claim in Class 8 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan for such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

EXHIBIT 6DA.1415 Master Ballot for Class 9 CHI-1921101v6<u>7</u> 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 247 of 288

Master Ballot for Class 9 COP Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	X
In re	: Chapter 9
CITY OF DETROIT, MICHIGAN,	: Case No. 13-53846
Debtor.	: Hon. Steven W. Rhodes
	· X

MASTER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 9: COP CLAIMS

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON $\frac{1}{1}$ JUNE 30, 2014

THIS BALLOT (A "MASTER BALLOT") IS FOR YOU, AS A BANK, BROKER OR OTHER AGENT (A "NOMINEE"), TO TRANSMIT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") THE VOTES AND ELECTIONS OF BENEFICIAL HOLDERS OF COP CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)) IN CLASS 9 (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT TO THE BALLOTING AGENT AT THE ADDRESS PROVIDED BELOW. MASTER BALLOTS MUST ACTUALLY BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE ABOVE. UNLESS THE TIME IS EXTENDED, MASTER BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

RETURN THIS MASTER BALLOT ONLY TO THE BALLOTING AGENT. DO NOT RETURN THIS MASTER BALLOT TO THE BANKRUPTCY COURT, THE CITY OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. MASTER BALLOTS AND BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

¹ Capitalized terms used in this Master Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

because you are a Nominee of Beneficial Holders of COP Claims as of ______April 14, 2014 (the "Voting Record Date").

Use this Master Ballot to cast votes to accept or reject the Plan, and to make certain treatment and settlement elections regarding the Plan, in accordance with the beneficial ballots (each, a "Beneficial Ballot") cast by the Beneficial Holders of COP Claims.

As a Nominee, you must deliver the Solicitation Package,² including a Beneficial Ballot, to each Beneficial Holder of COP Claims. You must also take all actions needed for Beneficial Holders to timely complete and return their respective Beneficial Ballots, such that you can complete and deliver this Master Ballot so it is actually received by the Voting Deadline.

If you were not a Nominee with respect to COP Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877917) 298281-62364800 or via email at Detroitinfo@kccllc.com.

With respect to any complete Beneficial Ballots returned to you, you must:

- i. execute this Master Ballot to reflect the voting and applicable election instructions given to you by the Beneficial Holders in the Beneficial Ballots for COP Claims;
- ii. summarize the results of all votes cast and elections made by the Beneficial Holders on the Master Ballot;
- iii. return the completed Master Ballot and copies of all Beneficial Ballots you receive to the Balloting Agent, such that all Master Ballots and Beneficial Ballots are actually received by the Voting Deadline; and
- iv. retain each original Beneficial Ballot you receive in your files for at least one year after the Voting Deadline.

Please return the completed Master Ballot and copies of the Beneficial Ballots to the Balloting Agent at the following address:

Detroit Ballot Processing Center c/o KCC 2335 Alaska Avenue El Segundo, CA 90245

Master Ballots and Beneficial Ballots may not be submitted by facsimile, electronic mail, or other electronic means.

The "Solicitation Package" consists of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

- 1. In the boxes provided in Item 1 of the Master Ballot, please certify your authority to vote.
- 2. In the boxes provided in Item 2 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the votes of the Beneficial Holders of the COP Claims in Class 9. Record the account number for each Beneficial Holder that returned a Beneficial Ballot, and the principal amount of COP Claims voting to accept or reject the Plan. Any Beneficial Ballot that does not indicate any vote to accept or reject the Plan shall not be counted as having been cast. Any Beneficial Holders-Holder in Class 9 who votevotes to reject the Plan are with respect to all COP Claims held by such Beneficial Holder is precluded from making other applicable elections.
- 3. In the boxes provided in Item 3 of the Master Ballot, please fill in the table (attaching additional sheets as necessary) to transmit the elections of the Beneficial Holders of COP Claims in Class 9 that voted to accept the Plan. If the Bankruptcy Court approves the Plan, Beneficial Holders of Class 9 Claims that accept the Plan may elect to participate in the Plan COP Settlement and become Settling COP Claimants. Record the account number for each Beneficial Holder that voted to accept the Plan and returned a Beneficial Ballot, and the principal amount of COP Claims that elect to participate in the Plan COP Settlement. A Beneficial Holder with more than one Claim in Class 9 may elect different treatment for each such COP Claim with respect to the Plan COP Settlement election. If an executed Beneficial Ballot does not make an election under this section, such ballot will count as an election not to participate in the Plan COP Settlement.
- 4. In Item 4, please transcribe the information provided by each Beneficial Holder in Item 3 of the Beneficial Ballot relating to other COP Claims voted in Class 9.
- 5. In Item 5, please complete the certifications for this Master Ballot, including the date and signature.
- 6. Return the complete, signed and dated Master Ballot, and copies of all Beneficial Ballots you receive, to the Balloting Agent so that they are actually received by the Voting Deadline. If a Master Ballot is received after the Voting Deadline, it will not be counted. Master Ballots submitted by email, fax or any other electronic method will not be accepted. Master Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Master Ballots received by the City, the Bankruptcy Court or an entity other than the Balloting Agent will not be valid and will not be counted as having been cast.
- 7. Retain the original Beneficial Ballots you received in your records for at least one year after the Voting Deadline.
- 8. If you are also a Nominee for Claims in other Classes, you will receive a separate Master Ballot for such Claims. You must complete and return each Master Ballot you receive to ensure that the votes and elections of the Beneficial Holders will be counted with respect to each Class and Claim for which you are a Nominee.
- 9. The Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 10. If you were not a Nominee with respect to COP Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Master Ballot, please contact the Balloting Agent immediately at (877917) 298281-62364800 or via email at Detroitinfodetroitinfo@kccllc.com.

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, 3, 4 AND 5 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Certification of Authority to Vote. The undersigned certifies that as ofApril 14, 2014, the undersigned (please check applicable box):				
	☐ is a broker, bank or other agent for the Beneficial Holder of the aggregate principal amount of COP Claims in Class 9 listed in Item 2 below, and is the Nominee holder of such securities as of the Voting Record Date.			
	☐ is acting under a power of attorney and/or agency (a copy of which is available upon request) granted by a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of COP Claims in Class 9 listed in Item 2 below; or			
	□ has been granted a proxy (an original of which is attached) from a broker, bank or other agent or nominee that is the Nominee holder of the aggregate principal amount of COP Claims in Class 9 listed in Item 2 below, and accordingly has full power and authority to vote to accept or reject the Plan and execute applicable elections on behalf of the Beneficial Holder of the COP Claims in Class 9 listed in Item 2 below.			

Item 2. Transmittal of Votes. The undersigned transmits the following votes of Beneficial Holders of the COP Claims in Class 9; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot casting such votes.

Your Account Number for Each Beneficial Holder Voting on the Plan	Principal Amount of Claims Voted to <u>ACCEPT</u> the Plan*	Principal Amount of Claims Voted to REJECT the Plan*
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
11.	\$	\$
12.	\$	\$
13.	\$	\$
14.	\$	\$
15.	\$	\$

^{*} If the space provided is not sufficient, attach additional sheets in the same format

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

Item 3. Plan COP Settlement Elections. The undersigned transmits the following elections of Beneficial Holders of the COP Claims in Class 9 that have voted to accept the Plan; certifies that the Beneficial Holders identified by the account numbers below are Beneficial Holders as of the Voting Record Date; and certifies that each listed Beneficial Holder delivered a Beneficial Ballot accepting the Plan and executing such election.

Your Account Number for Each Beneficial Holder that elects to participate in the Plan COP Settlement*	Principal Amount of COP Claims	VOI Number from the DTC**
1.	\$	
2.	\$	
3.	\$	
4.	\$	
5.	\$	
6.	\$	
7.	\$	
8.	\$	
9.	\$	
10.	\$	
11.	\$	
12.	\$	
13.	\$	
14.	\$	
15.	\$	

^{*} If the space provided is not sufficient, attach additional sheets in the same format

** The underlying COPs held by those Beneficial Holders electing to participate in the Plan COP Settlement are to be tendered into the election account established at the Depository Trust Company (the "DTC") for such purpose. Input the corresponding VOI number received from the DTC in the appropriate column in the table above if the Beneficial Holder elected to participate in the Plan COP Settlement in Item 2 on its beneficial ballot. COPs may not be withdrawn from the DTC election account once tendered. No further trading will be permitted in the COPs held in the election account at the DTC. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all COPs held in the election account to the applicable Nominee for credit to the account of the applicable Beneficial Holder.

PLEASE CONTINUE TO ITEM 4 ON THE NEXT PAGE

Item 4. Additional Ballots Submitted by Beneficial Holders. The undersigned certifies that the following information is a true and accurate schedule, on which the undersigned has transcribed all and any applicable information provided in Item 3 of each Beneficial Ballot received from a Beneficial Holder.

INFORMATION IN THIS SECTION IS TRANSCRIBED FROM ITEM 3 OF THE BENEFICIAL BALLOTS REGARDING OTHER BENEFICIAL BALLOTS CAST BY THE UNDERSIGNED'S BENEFICIAL HOLDERS IN RESPECT OF CLAIMS IN CLASS 9

Your Account Number for Each	Transcribe from Item 3 of the Beneficial Ballot*	
Beneficial Holder Who Completed Item 3 of their Beneficial Ballot	Name of Nominee or Other Registered Holder	Principal Amount of Other Bond Claims Voted in Additional Ballot(s)

^{*}If space provided is insufficient, attach additional sheets in the same format.

PLEASE CONTINUE TO ITEM 5 ON THE NEXT PAGE

Item 5. Certifications. By signing this Master Ballot, the undersigned certifies that the undersigned:

- 1. provided each Beneficial Holder with all materials in the Solicitation Package and a Beneficial Ballot for voting their Class 9 COP Claims;
- 2. received a completed and signed Beneficial Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
- 3. has full power and authority to vote to transmit the votes to accept or reject the Plan and the applicable elections of the Beneficial Holders to which the undersigned is a Nominee;
- 4. properly disclosed (a) the number of Beneficial Holders who completed Beneficial Ballots; (b) the respective amounts of the COP Claims held by each Beneficial Holder that completed a Beneficial Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; (d) each such Beneficial Holder's respective elections applicable under the Plan if such Beneficial Holder has accepted the Plan; and (e) the customer account or other identification number for each such Beneficial Holder; and
- 5. received from each such Beneficial Holder a certification that each such Beneficial Holder is eligible to both vote on the Plan and execute applicable elections under the Plan.

Name of Nominee
Participant Number
Signature
If by Authorized Agent, Name and Title
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

EXHIBIT 6DA.1516 Beneficial Ballot for Class 9 CHI-1921096v-56 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 255 of 288

Beneficial Holder Ballot, Class 9 COP Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

X		
In re		: Chapter 9
CITY OF DETROIT, MIC	HIGAN,	: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
		: X

BENEFICIAL HOLDER BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT, MICHIGAN

CLASS 9: COP Claims

THIS BALLOT (A "BENEFICIAL BALLOT") IS TO BE USED BY BENEFICIAL HOLDERS OF COP CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)) IN CLASS 9 (THE "BENEFICIAL HOLDERS"). PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO YOUR BANK, BROKER OR OTHER AGENT THAT HOLDS YOUR SECURITIES (THE "NOMINEE") BY THE DATE SET BY YOUR NOMINEE. A TIMELY RETURN OF THE BENEFICIAL BALLOT IS NECESSARY SO THE NOMINEE CAN COMPLETE AND RETURN A MASTER BALLOT (THE "MASTER BALLOT") BY THE VOTING DEADLINE ABOVE.

RETURN THIS BENEFICIAL BALLOT ONLY TO YOUR NOMINEE. DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT, KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") OR ANY ENTITY OTHER THAN YOUR NOMINEE. PLEASE CONTACT YOUR NOMINEE IF YOU DID NOT RECEIVE RETURN INSTRUCTIONS FOR THIS BALLOT, OR IF YOU HAVE QUESTIONS ABOUT THE NOMINEE'S RETURN INSTRUCTIONS. BENEFICIAL BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

¹ Capitalized terms used in this Beneficial Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

Ballot because you are a Beneficial Holder of one or more Class 9 COP Claims under the Plan as of April 14, 2014 (the "Voting Record Date").

If you were not a Beneficial Holder of any COP Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

Please use this Beneficial Ballot to:

- i. cast your vote to accept or reject the Plan; and
- ii. if you accept the Plan, elect whether to participate in the Plan COP Settlement and become a Settling COP Claimant.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether, if you accept the Plan, to elect to participate in the Plan COP Settlement and become a Settling COP Claimant. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroitdetroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Beneficial Ballot in accordance with the voting information and instructions provided below. You must complete your Beneficial Ballot and return it to your Nominee, leaving the Nominee sufficient time to prepare a Master Ballot that includes your vote and to deliver that Master Ballot to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. Beneficial Ballots should not be sent to the City or the Bankruptcy Court.

-2-13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 257 of 288

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Beneficial Ballot, please indicate your vote to accept or reject the Plan.

All of your COP Claims against the City have been placed in Class 9 under the Plan. If you hold multiple COP Claims within Class 9 under the Plan, you will receive a separate Beneficial Ballot for each such Claim. Each Beneficial Ballot you receive is for voting only your COP Claim described on the Beneficial Ballot. Please complete and return each Beneficial Ballot you receive. The attached Beneficial Ballot is designated only for voting the COP Claims in Class 9 under the Plan.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

2. If you voted accept the Plan, in the boxes provided in Item 2 of the Beneficial Ballot, please indicate your election whether to participate in the Plan COP Settlement and become a Settling COP Claimant as detailed in the Plan.

If you do not check either box in Item 3, this Beneficial Ballot will count as an election not to participate in the Plan COP Settlement and become a Settling COP Claimant.

If you elect to participate in the Plan COP Settlement, and the Bankruptcy Court approves the Plan, you will irrevocably be deemed to accept the treatment afforded Settling COP Claimants in the Plan. Such treatment may affect your rights and regarding your COP Claims in Class 9.

If you elect to participate in the Plan COP Settlement, the Nominee holding your COPs must "tender" your COPs into an election account established at the Depository Trust Company (the "DTC"). Such COPs may not be withdrawn from the election account after your Nominee has tendered them to the election account. Once such COPs have been tendered, no further trading will be permitted in the COPs held in the election account. If the Plan is not confirmed, the DTC will, in accordance with its customary practices and procedures, return all COPs held in the election account to the applicable Nominee for credit to your account. If you do not elect to participate in the Plan COP Settlement, then your COPs will not be placed into an election account, and your securities will not be restricted from trading.

- 3. In Item 3 of the Beneficial Ballot, please either (a) certify that this Beneficial Ballot is the only Beneficial Ballot you submit for COP Claims in Class 9; or (b) complete the chart in Item 4 and certify that in such chart you disclosed all applicable account numbers and Nominees for any and all Beneficial Ballots you submit for COP Claims in Class 9.
- 4. Please complete Item 4 of the Beneficial Ballot.
- 5. Sign, date and return the Beneficial Ballot according to the instructions given by your Nominee such that the Nominee has sufficient time to prepare a Master Ballot including your vote. The Nominee must deliver the Master Ballot to the Balloting Agent so that it is actually received by the Voting Deadline. Beneficial Ballots should not be sent directly to the Balloting Agent, the City, the Bankruptcy Court or any entity other than your Nominee. Any Beneficial Ballots received by the Balloting Agent, the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 6. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 7. This Beneficial Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 8. If you were not a Beneficial Holder of one or more COP Claims as of the Voting Record Date or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, 3 AND 4 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF YOU ACCEPT THE PLAN AND NEITHER BOX IS CHECKED IN ITEM 2, THIS BENEFICIAL BALLOT WILL COUNT AS ONE ELECTING NOT TO PARTICIPATE IN THE PLAN COP SETTLEMENT.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW. THIS BALLOT WILL NOT BE

Item 1. Class Vo Claims in Class 9 one box):	ote. The undersigned, the Beneficial Hold of the Plan against the City of Detroit, Mi	ler as ofichigan in the am	April 14, 2014, of the COI ount set forth below, votes to (check
	ACCEPT the Plan with respect to \$ in principal amount of Class 9 COP Claims.	t	REJECT the Plan with respect o \$ in principal mount of Class 9 COP Claims.
expungement not limited to	accept the Plan, you are voting to appro , injunction and release provisions cont , the provisions contained in Article III. h provisions may affect your rights and	ained in the Pla D, Article IV. <mark>H</mark>	n. Such provisions include, but are G, Article IV.I <u>H</u> and Article V.C of
Creditor:	Aggre	egate Claim Amo	ount: \$
IF YOU VOTED COMPLETE IT	Aggree Ag	SPECT TO ANY REJECT THE F	CLASS 9 COP CLAIMS, PLEAS LAN WITH RESPECT TO ALL
IF YOU VOTEE COMPLETE IT CLASS 9 COP (TO ACCEPT THE PLAN WITH RESEM 2 BELOW. IF YOU VOTED TO F	SPECT TO ANY REJECT THE F INUE TO ITEM	CLASS 9 COP CLAIMS, PLEAS LAN WITH RESPECT TO ALL 13 ON THE NEXT PAGE

will irrevocably be deemed to accept the treatment afforded Settling COP Claimants in the Plan. Such treatment may affect your rights and interests regarding your COP Claims in Class 9.

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

☐ This is the only Bene submitted by the und Claims in Class 9. COMPLETE THIS CHART OF	ersigned for	account n applicable all Benefi undersign Class 9.	bleted chart discloses all numbers, Nominees and e information for any and icial Ballots the ned submitted for Claims in THER BALLOTS IN CLASS 9*
Account Number of COP Claims in Class 9	Nominee or	Name of Principal Amount of Other I Claims Voted in Addition Ballot(s)	
e space provided is not sufficien	t, attach additional sho		

CHI-1921096v≨6 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 261 of 288

Item 4. Certifications. By signing this Beneficial Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the COP Claims in Class 9 to which this Beneficial Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Beneficial Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- has not submitted any other Beneficial Ballots (including any such ballots listed in Item 3 above) with respect to the Class 9 COP Claims voted hereon that are inconsistent with the vote to accept or reject the Plan set forth in this Beneficial Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Beneficial Ballot;
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan; and
- v. gives consent to any applicable Nominee to submit a Master Ballot reflecting the votes and applicable elections executed on this Beneficial Ballot to the Balloting Agent.

Name
Social Security or Federal Tax I.D. No. (optional)
boolar becarity of Teachar Tax 1.D. 140. (optionar)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Tune of institution
Street Address
Street Address
City, State, Zip Code
Telephone Number
1
Date Completed
Date Completed
Email Address



EXHIBIT 6DA.1617 Individual Ballot for Class 9 CHI-1921416v-56 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 264 of 288

Individual Ballot, Class 9 COP Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

X		
In re		: Chapter 9
CITY OF DETROIT, MICHIGA	AN,	: Case No. 13-53846
	Debtor.	: Hon. Steven W. Rhodes
		X

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 9: COP Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M. EASTERN TIME ON JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF COP CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)), WHICH ARE CLAIMS IN CLASS 9. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the Adjustment of Debts of the City of Detroit (February 21March 31, 2014) (as it may be amended, supplemented or modified, the "Plan") described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (February 21March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure Statement"). The By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved the Disclosure Statement byprocedures regarding the solicitation and tabulation of votes on the Plan. By order dated on April [________], 2014 (Docket No. ______). By order dated [_________] (Docket No. ______), the Bankruptcy Court authorized approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and accordance with the approved procedures in the Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures forset forth in the Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment (Docket No. _______)Order. You are receiving this Ballot because you are Holder of one or more COP Claims as of ________ | April 14, 2014 (the "Voting Record Date"), and accordingly, you are a Holder of a Class 9 Claim against the City, as defined in the Plan.

¹ Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any COP Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

Please use this Ballot to:

- i. cast your vote to accept or reject the Plan; and
- ii. elect whether to participate in the Plan COP Settlement and become a Settling COP Claimant.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to participate in the Plan COP Settlement and become a Settling COP Claimant. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroitdetroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

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VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

All of your COP Claims against the City have been placed in Class 9 under the Plan. If you hold multiple Claims within Class 9 under the Plan, you will receive a separate Ballot for each such Claim. Each Ballot you receive is for voting only your COP Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting the COP Claims in Class 9 under the Plan.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

2. If you voted to accept the Plan, in the boxes provided in Item 2 of the Ballot, please indicate your election whether to participate in the Plan COP Settlement and become a Settling COP Claimant as detailed in the Plan.

If you do not check either box in Item 2, this Ballot will count as an election not to participate in the Plan COP Settlement.

If you accept the Plan and elect to participate in the Plan COP Settlement, and the Bankruptcy Court approves the Plan, you will irrevocably be deemed to accept the treatment afforded Settling COP Claimants in the Plan. Such treatment may affect your rights and regarding your Claims in Class 9.

- 3. Please complete Item 3 of the Ballot.
- 4. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as cast.

- 5. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 6. This Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 7. If you were not a Holder of one or more COP Claims as of the Voting Record Date, or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2 AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS CAST.

IF YOU ACCEPT THE PLAN AND NEITHER BOX IS CHECKED IN ITEM 2, THIS BALLOT WILL COUNT AS ONE ELECTING NOT TO PARTICIPATE IN THE PLAN COP SETTLEMENT.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE

VALID OR COUNT	ΓED AS HAVING BEEN CAST.		,
Item 1. Class Vote Class 9 of the Plan	e. The undersigned, the Holder as of against the City of Detroit, Michigan in the arr	nount set	April 14, 2014, of the COP Claims in t forth below, votes to (check <u>one</u> box):
	ACCEPT the Plan with respect to \$ in principal amount of Class 9 COP Claims.		REJECT the Plan with respect to \$ in principal amount of Class 9 COP Claims.
expungement, i not limited to, t	ccept the Plan, you are voting to approve ce njunction and release provisions contained in he provisions contained in Article III.D, Art provisions may affect your rights and inter-	in the P ticle IV.	lan. Such provisions include, but are HG, Article IV.H and Article V.C of
Creditor:	Aggregate (Claim Aı	mount: \$
COMPLETE ITE CLASS 9 COP CI	TO ACCEPT THE PLAN WITH RESPECT M 2 BELOW. IF YOU VOTED TO REJECT AIMS YOU HOLD, PLEASE CONTINUE Settlement Option. If the undersigned voted	TO IT	E PLAN WITH RESPECT TO ALL EM 3 ON THE NEXT PAGE.
(check one box).			
Se C0 \$_	articipate in the Plan COP of the plan	no: to	OT Participate in the Plan OP Settlement and remain a n-settling Holder with respect \$ in principal nount of Class 9 COP Claims.

If you elect to participate in the Plan COP Settlement, and the Bankruptcy Court approves the Plan, you will irrevocably be deemed to accept the treatment afforded Settling COP Claimants in the Plan. Such treatment may affect your rights and interests regarding your Claims in Class 9.

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

Item 3. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of the COP Claims in Class 9 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claim;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- has not submitted any other Ballots with respect to the Class 9 COP Claims voted hereon that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

EXHIBIT 6DA.1719 Ballot for Class 1213 CHI-1921006v-34 13-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 270 of 288

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	X	
In re	:	Chapter 9
CITY OF DETROIT, MICHIGAN	i.	Case No. 13-53846
Ω	Debtor. :	Hon. Steven W. Rhodes
	: X	

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 1213: Downtown Development Authority Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON $_$ JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF DDA CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)), WHICH ARE CLASSIFIED IN CLASS 1213. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

¹ Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any DDA Claims as of the Voting Record Date or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

Please use this Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroitdetroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

Any and all of your DDA Claims against the City have been placed in Class 1213 under the Plan. If you hold multiple DDA Claims within Class 1213 under the Plan, you will receive a separate Ballot for each such DDA Claim. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting DDA Claims in Class 1213 under the Plan.

If you hold more than one DDA Claim in Class 1213, you must vote each DDA Claim to accept or reject the Plan in the same manner. If you vote multiple DDA Claims in Class 1213, and the votes are not the same for each DDA Claim in Class 1213, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.H and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- Please complete Item 2 of the Ballot. 2.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must actually receive all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must 4. complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- The Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim. 5.
- If you were not a Holder of any DDA Claims as of the Voting Record Date or you believe for any other 6. reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

CHI-1921006v34

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

	Item 1. Class Vote. The undersigned, the DDA Claim Holder in Class 1213 as of April 14, 2014 against the City of Detroit, Michigan, votes to (check one box):			
	☐ ACCEPT the Plan. ☐ REJECT the Plan.			
I	If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but a not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.			
	Creditor Name:	Amount of Claim \$		

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

Item 2. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of one or more DDA Claims in Class 1213 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots for Class 1213 that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address

EXHIBIT 6DA.1820 Ballot for Class 1314

 CHI-1921007v62

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Ballot, Class 1314 Other Unsecured Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	X	
In re	:	Chapter 9
CITY OF DETROIT, MICHIGA	N, :	Case No. 13-53846
Ι	Debtor. :	Hon. Steven W. Rhodes
	X	

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 1314: Other Unsecured Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON $\frac{}{}$ JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF OTHER UNSECURED CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)) WHICH ARE CLASSIFIED IN CLASS 13.14. PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS.

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the Amended Plan for the Adjustment of Debts of the City of Detroit (February 21 March 31, 2014) (as it may be amended, supplemented or modified, the "Plan") described in the accompanying <u>Amended</u> Disclosure Statement with Respect to <u>Amended</u> Plan for the Adjustment of Debts of the City of Detroit (February 21 March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure Statement"). The By order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved the Disclosure Statement byprocedures regarding the solicitation and tabulation of votes on the Plan. By order dated entered on April _____], 2014 (Docket No. _____). By order dated [______] (Docket No. _____), the Bankruptcy Court authorized approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and in accordance with the approved procedures in the Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures forset forth in the Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment (Docket No. ____)Order. You are receiving this Ballot because you are a Holder of one or more Other Unsecured Claims as of April 14, 2014 (the "Voting" Record Date"), and accordingly, you are a Holder of one or more Class \frac{13}{4} Claims against the City, as defined in the Plan.

¹ Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any Other Unsecured Claim as of the Voting Record Date, or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

Please use this Ballot to:

- i. cast your vote to accept or reject the Plan; and
- ii. elect whether to treat your Other Unsecured Claim as a Class 1415 Convenience Claim under the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan and whether to elect to treat your Other Unsecured Claim as a Class 1415 Convenience Claim. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroitdetroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your ballot and return it to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

CHI-1921007v6<u>7</u> L3-53846-swr Doc 3463 Filed 04/02/14 Entered 04/02/14 08:50:48 Page 279 of 288

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

Any and all of your Other Unsecured Claims against the City have been placed in Class 1314 under the Plan. If you hold multiple Claims within Class 1314 under the Plan, you will receive a separate Ballot for each such Claim. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Other Unsecured Claims in Class 1314 under the Plan.

If you hold more than one Other Unsecured Claim in Class 1314, you must vote each Claim to accept or reject the Plan in the same manner. If you vote multiple Claims in Class 1314 and the votes are not the same for each Claim in Class 1314, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. In the boxes provided in Item 2 of the Ballot, please indicate your election whether to treat your Other Unsecured Claim as a Class 1415 Convenience Claim under the Plan. If you check both boxes, or neither box, in Item 2, this Ballot will count as an election not to treat your Other Unsecured Claim as a Class 1415 Convenience Claim.
- 3. If you elect to treat your Class 13 14 Other Unsecured Claim as a Class 14 15 Convenience Claim, your vote to accept or reject the Plan in this Ballot will count as a vote for Class 14 15 tabulation purposes and your vote will not count for Class 13 14 tabulation purposes.
- 4. Please complete Item 3 of the Ballot.
- 5. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 6. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 7. The Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 8. If you were not a Holder of any Other Unsecured Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

<u>PLEASE READ THE VOTING INFORMATION AND</u> INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1, 2, AND 3 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF BOTH BOXES ARE, OR NEITHER BOX IS, CHECKED IN ITEM 2, THIS BALLOT WILL COUNT AS ONE $\underline{\text{NOT}}$ ELECTING CONVENIENCE CLAIM TREATMENT FOR YOUR CLASS $\underline{^{13}}\underline{^{14}}$ OTHER UNSECURED CLAIM.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

	April 14, 2014 against the City of De	troit, Michigan, votes to (check <u>one</u> box):
	ACCEPT the Plan.	☐ REJECT the Plan.
expungement, in not limited to,	injunction and release provisions co the provisions contained in Article	prove certain cancellation, discharge, exculpation, ontained in the Plan. Such provisions include, but are III.D, Article IV.HG, Article IV.HH and Article V.C of and interests regarding certain nondebtor parties.
Creditor Name:		Amount of Claim: \$
		I, the Other Unsecured Claim Holder in Class 13 14 as of troit, Michigan, elects to (check one box):
	Treat the undersigned's Other	☐ Not Treat the undersigned's
	Unsecured Claim as a Class 1415 Convenience Claim under the Plan	Other Unsecured Claim as a Class <u>1415</u> Convenience Claim under the Plan.
to accept or rej		red Claim as a Class 1415 Convenience Claim, your vet as a vote for Class 1415 tabulation purposes and you oses.
Claim Election	will be deemed irrevocable and leg (ii) confirmation of the Plan. Class	to the terms contained in the Plan. This Convenience ally binding on you upon (i) execution of this election of the paid in accordance of the election of the electio
with the Plan to	erms.	

PLEASE CONTINUE TO ITEM 3 ON THE NEXT PAGE

Item 3. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of one or more Other Unsecured Claims in Class 13 14 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan and make the elections applicable to such Claims;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots for Class 13 14 that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Social Security of Federal Tax I.D. No. (optional)
Signature
C
If hy Authorized Agent Neme and Title
If by Authorized Agent, Name and Title
Name of Institution
Street Address
Street Address
City, State, Zip Code
Telephone Number
reiephone rumber
Date Completed
Email address

EXHIBIT 6DA.1921 Ballot for Class 1415 CHI-1921154v4<u>5</u>
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Ballot, Class 1415 Convenience Claims

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

	X	
In re	:	Chapter 9
CITY OF DETROIT, MICHIGAN	i.	Case No. 13-53846
Ω	Debtor. :	Hon. Steven W. Rhodes
	: X	

BALLOT FOR ACCEPTING OR REJECTING THE PLAN FOR THE ADJUSTMENT OF DEBTS OF THE CITY OF DETROIT

CLASS 1415: Convenience Claims

THE "VOTING DEADLINE" TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., EASTERN TIME, ON $\frac{1}{1}$ JUNE 30, 2014

THIS BALLOT (A "BALLOT") IS FOR HOLDERS OF CONVENIENCE CLAIMS (AS SUCH TERM IS DEFINED IN THE PLAN (AS DEFINED BELOW)), WHICH ARE CLASSIFIED IN CLASS 1415. PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO KURTZMAN CARSON CONSULTANTS LLC (THE "BALLOTING AGENT") SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE ABOVE.

DO NOT RETURN THE BALLOT TO THE CITY OF DETROIT, THE BANKRUPTCY COURT OR ANY ENTITY OTHER THAN THE BALLOTING AGENT. PLEASE CONTACT THE BALLOTING AGENT IF YOU HAVE QUESTIONS REGARDING THE BALLOT RETURN INSTRUCTIONS. BALLOTS MAY NOT BE SUBMITTED BY FACSIMILE, ELECTRONIC MAIL OR OTHER ELECTRONIC MEANS

The City of Detroit, Michigan (the "City") is soliciting votes and elections with respect to the Amended Plan for the Adjustment of Debts of the City of Detroit (February 21 March 31, 2014) (as it may be amended, supplemented or modified, the "Plan") described in the accompanying Amended Disclosure Statement with Respect to Amended Plan for the Adjustment of Debts of the City of Detroit (February 21 March 31, 2014) (as it may be amended, supplemented or modified, the "Disclosure Statement"). TheBy order entered on March 11, 2014 (Docket No. 2984) (the "Solicitation Procedures Order"), the Bankruptcy Court approved the Disclosure Statement byprocedures regarding the solicitation and tabulation of votes on the Plan. By order datedentered on April [_________], 2014 (Docket No. _______). By order dated [__________] (Docket No. ________), the Bankruptcy Court authorized approved the Disclosure Statement. Accordingly, the City is authorized to solicit votes with respect to the acceptance or rejection of the Plan according to the conditions and in accordance with the approved procedures in the Motion of the City of Detroit for Entry of an Order (I) Establishing Procedures forset forth in the Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment, and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment (Docket No. ________)Order. You are receiving this Ballot because you are a Holder of one or more Convenience Claims as of __________ (April 14, 2014 (the "Voting Record Date"), and accordingly, you are a Holder of one or more Class 1415 Claims against the City, as defined in the Plan.

¹ Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you did not hold any Convenience Claims as of the Voting Record Date or you believe for any other reason that you received the wrong ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@kccllc.com.

Please use this Ballot to cast your vote to accept or reject the Plan.

The Disclosure Statement contains information to assist you in deciding whether to accept or reject the Plan. Copies of the Plan and Disclosure Statement are contained on the CD included in your package of solicitation materials, and they are also available via the internet at http://kccllc.net/Detroit_detroit or http://www.detroitmi.gov.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (i) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class of Claims who vote on the Plan and (ii) otherwise satisfies the applicable requirements of sections 943 and 1129(a) of the Bankruptcy Code. If the Plan does not obtain the requisite acceptances, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code that are applicable in this case. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote, and whether or not you vote to accept or reject the Plan.

To have your vote counted, you must complete, sign and return this Ballot in accordance with the voting information and instructions provided below. You must complete your Ballot and return it to the Balloting Agent so that it is <u>actually received</u> by the Voting Deadline. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent to the City, the Bankruptcy Court or any entity other than the Balloting Agent.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate your vote to accept or reject the Plan.

Any and all of your Convenience Claims against the City have been placed in Class 1415 under the Plan. If you hold multiple Claims within Class 1415 under the Plan, you will receive a separate Ballot for each such Claim. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Convenience Claims in Class 1415 under the Plan.

If you hold more than one Convenience Claim in Class 1415, you must vote each Convenience Claim to accept or reject the Plan in the same manner. If you vote multiple Convenience Claims in Class 1415, and the votes are not the same for each Convenience Claim in Class 1415, your Ballots will not be counted as having been cast.

If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.

- 2. Please complete Item 2 of the Ballot.
- 3. Sign, date and return the Ballot to:

Detroit Ballot Processing Center c/o KCC 2335 Alaska Avenue El Segundo, CA 90245

The Balloting Agent must <u>actually receive</u> all Ballots by the Voting Deadline. If a Ballot is received after the Voting Deadline, it will not be counted. The Balloting Agent will not accept Ballots received after the Voting Deadline, or Ballots delivered by email, fax or any other electronic method. Ballots should not be sent directly to the City, the Bankruptcy Court, or any entity other than the Balloting Agent. Any Ballots received by the City or the Bankruptcy Court will not be valid and will not be counted as having been cast.

- 4. If you also hold Claims in other Classes, you will receive a separate ballot for each such Claim. You must complete and return each ballot you receive to ensure that your vote will be counted with respect to each Class in which you are a Claim holder.
- 5. The Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.
- 6. If you were not a Holder of one or more Convenience Claims as of the Voting Record Date or you believe for any other reason that you received the wrong Ballot, please contact the Balloting Agent immediately at (877) 298-6236 or via email at Detroitinfo@keclle.com.

PLEASE READ THE VOTING INFORMATION AND INSTRUCTIONS ATTACHED BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST.

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. The undersigned, the 14, 2014 against the City of Detroit, Michigan	e Convenience Claim Holder in Class 1415 as of April gan, votes to (check one box):		
☐ ACCEPT the Plan.	☐ REJECT the Plan.		
If you vote to accept the Plan, you are voting to approve certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan. Such provisions include, but are not limited to, the provisions contained in Article III.D, Article IV.HG, Article IV.HH and Article V.C of the Plan. Such provisions may affect your rights and interests regarding certain nondebtor parties.			
the Fiant. Such provisions may affect	your rights and interests regarding certain hondertor parties.		
Creditor Name:			

PLEASE CONTINUE TO ITEM 2 ON THE NEXT PAGE

Item 2. Certifications. By signing this Ballot, the undersigned certifies that he, she or it:

- i. is the Holder of one or more Convenience Claims in Class 1415 to which this Ballot pertains, or is an authorized signatory, and has full power and authority to vote to accept or reject the Plan;
- ii. received a copy of the solicitation package consisting of: (a) a notice regarding the time and place of a hearing to consider confirmation of the Plan, (b) a CD-ROM including the Plan, Disclosure Statement and the exhibits thereto, (c) a Ballot and a ballot return envelope, (d) a copy of certain rules governing the tabulation of ballots and (e) a cover letter;
- iii. has not submitted any other Ballots for Class 1415 that are inconsistent with the vote to accept or reject the Plan set forth in this Ballot, or if such other ballots were previously submitted, they have been revoked or changed to reflect the vote of this Ballot; and
- iv. understands that a vote to accept the Plan is a vote to accept certain cancellation, discharge, exculpation, expungement, injunction and release provisions contained in the Plan.

Name
Social Security or Federal Tax I.D. No. (optional)
Signature
If by Authorized Agent, Name and Title
Name of Institution
Street Address
City, State, Zip Code
Telephone Number
Date Completed
Email Address